

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A  
April 29, 2004

STATEMENT OF CHANGES IN  
BENEFICIAL OWNERSHIP

Name and address of Reporting Person

Brad M. Kelley  
P.O. Box 1355  
Boca Grande, Fla.  
33921

(Name of Issuer)

Churchill Downs Incorporated  
(Title of Class of Securities)  
COMMON STOCK NO PAR VALUE

45073P-10-1

(CUSIP Number)

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

Michael Zimmerman c/o  
Touch America, Inc  
130 North Main  
Butte, Montana 59701  
406-497-5426

(Date of Event which Requires Filing of this Statement)  
April 29, 2004

Citizenship or Place of Organization United States

Number of Sole Voting Power 13,397,900  
Shares Beneficially owned  
Shared Voting Power -0-

Shares beneficially Owned and Sole Dispositive Power 13,397,900  
of Reporting person  
Shared Dispositive Power -0-  
by

Percent of Class Represented by Amount in 12.91%

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true,  
complete and correct.

April 7, 2003  
Date

Brad M. Kelley  
Signature

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ITEM 1. SECURITY AND ISSUER

This statement relates to the common stock of Churchill Downs Incorporated  
("The Company"). The Company's principal offices are located at

ITEM 2. IDENTITY AND BACKGROUND

The name of the person filing this statement is Brad M. Kelley, an  
individual (the "reporting person"). The reporting person's residential

address is P.O. Box 1355 1600 Jean LaFitte, Boca Grande, Florida 33921.

His telephone number is (615) 370-1624.

During the last five years, the reporting person has not been convicted in a criminal proceeding. During the last five years, the reporting person was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which was or is subject to a judgment, decree final order enjoining future violation of, or prohibiting, or mandatory activities subject to federal or state securities laws of finding any violation with respect to such laws.

The reporting person is a United States citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

This schedule covers 13,397,900 shares beneficially owned by Kelley individually. All of the 13,397,900 shares are beneficially owned by Kelley individually. No shares are held in nominees' name for his benefit. The stock beneficially owned by Kelley individually and through his immediate family was purchased with personal funds beginning August 12, 2002, with the last purchase being made on March 24, 2003.

ITEM 4. PURPOSE OF TRANSACTION

The reporting person intends to evaluate the business and business prospects of the Issuer and his present and future interest in, and intentions with respect to the Issuer, and in connection therewith may from time to time consult with the board and other shareholders of the Issuer.

The reporting person may include in such evaluations plans or proposals, which could result in any of the following:

However, the reporting person reserves the right to discuss all aspects of Company business with management and/or to take other actions to influence management of the Company should he deem appropriate. These discussions and potential proposals may include any of the actions enumerated in Item 4 of Schedule 13d.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Kelley individually beneficially owns 13,397,900 shares of common stock of the Company, which based on the Company's 14A Proxy Statement filed April 27, 2004 represents approximately 12.91% of the outstanding stock of 103,737,000 shares as of July 26, 2002.

No other transactions in the shares have been effected by the Reporting Person since such date.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING, OR RELATIONSHIP WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

Brad M. Kelley

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Date: April 29, 2004  
/s/

Brad M. Kelley

Transactions in the Shares by the Reporting Person