
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 8, 2010

CHURCHILL DOWNS INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Kentucky
(State or Other Jurisdiction
of Incorporation)

001-33998
(Commission
File Number)

61-0156015
(IRS Employer
Identification No.)

700 Central Avenue, Louisville, Kentucky 40208
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (502) 636-4400

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 8, 2010, the Board of Directors (the "Board") of Churchill Downs Incorporated (the "Company") accepted the resignation of Susan E. Packard as director, effective as of June 30, 2010. Because her resignation will be effective June 30, 2010, Ms. Packard will still stand for re-election to the Board at the Company's Annual Meeting of Shareholders on June 17, 2010.

A copy of the press release announcing the Board's acceptance of Ms. Packard's resignation as director, effective June 30, 2010, is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated June 14, 2010 issued by Churchill Downs Incorporated.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHURCHILL DOWNS INCORPORATED

June 14, 2010

By: /s/ Rebecca C. Reed

Rebecca C. Reed

Senior Vice President and Secretary

EXHIBIT INDEX

99.1 Press Release dated June 14, 2010 issued by Churchill Downs Incorporated.



FOR IMMEDIATE RELEASE

Contact: Liz Harris
 Vice President, Communications
 Phone: 502-636-4474
Liz@kyderby.com

**SUSAN E. PACKARD RETIRES FROM
 CHURCHILL DOWNS INCORPORATED BOARD OF DIRECTORS**

LOUISVILLE, Ky. (Monday, June 14, 2010) – Churchill Downs Incorporated (NASDAQ: CHDN) (“CDI” or “The Company”), announced today that Susan E. Packard has retired from its Board of Directors effective June 30, 2010. The CDI Board has unanimously adopted a resolution to concurrently reduce the number of Directors to twelve.

Ms. Packard joined the CDI Board in 2004 and has served on the Company’s Audit Committee and Strategic Planning Committee. Ms. Packard was most recently the President, Brand Outreach of Scripps Networks Interactive, Inc. She has announced her retirement from Scripps Networks Interactive, Inc., also effective on June 30, 2010.

“Susan has made a significant contribution to the success of the Company since joining the Board six years ago,” said Board Chairman Carl F. Pollard. “Susan intends to pursue a new direction professionally and we want to thank her for her contributions, as well as to wish her all the success in her future endeavors.”

“Churchill Downs has benefitted substantially from Susan’s insight and wisdom,” added CDI President and Chief Executive Officer Robert L. Evans. “Her guidance and input on our efforts to reshape our organization, particularly at the senior executive level; on our television strategy, where we have both expanded and enhanced our performance considerably; and on our now proven efforts to attract more female customers to Thoroughbred racing, have been invaluable.”

“It has been a pleasure to serve on the Board of Directors and contribute to the success of Churchill Downs and the Kentucky Derby, two American icons.” said Ms. Packard.

About Churchill Downs Incorporated

Churchill Downs Incorporated, (“CDI”), headquartered in Louisville, Ky., owns and operates four world renowned Thoroughbred racing facilities: Arlington Park in Illinois, Calder Casino and Race Course in Florida, Churchill Downs Racetrack in Kentucky and Fair Grounds Race Course & Slots in Louisiana. CDI operates slots and gaming operations in Louisiana and Florida. CDI tracks are host to North America’s most prestigious races, including the Arlington Million, the Kentucky Derby and the Kentucky Oaks, the Louisiana Derby and the Princess Rooney, along with hosting the Breeders’ Cup World Championships for a record seventh time on Nov. 5-6, 2010 and eighth time on Nov. 4-5, 2011. CDI also owns off-track betting facilities, TwinSpires.com, Youbet.com and other advance-deposit wagering channels, television production, telecommunications and racing service companies such as BRIS and a 50-percent interest in the national cable and satellite network, HorseRacing TV, which supports CDI’s network of simulcasting and racing operations. CDI’s Entertainment Group produces the HullabaLOU Music Festival at Churchill Downs Racetrack, which premieres on July 23-25, 2010. CDI trades on the NASDAQ Global Select Market under the symbol CHDN and can be found at www.ChurchillDownsIncorporated.com

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