

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>POLLARD CARL F</u>  (Last) (First) (Middle) <u>700 CENTRAL AVENUE</u>  (Street) <u>LOUISVILLE KY 40208</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CHURCHILL DOWNS INC [ CHDN ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/09/2009</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>03/09/2009</u>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2009		P	V	5,000	A	\$21.7723	5,000	D <sup>(1)</sup>	
Common Stock	03/09/2009		P	V	3,148	A	\$21.9987	8,148	D <sup>(1)</sup>	
Common Stock	03/09/2009		P	V	1,852	A	\$21.7883	10,000	D <sup>(1)</sup>	
Common Stock								124,080	I	by Pollard Churchill Partners, LLLP ("FLP") <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- Excludes 124,080 shares previously owned by the reporting person directly, which the reporting person contributed to Pollard Churchill Partners, LLLP, a family limited partnership (the "FLP"), on October 16, 2007. See footnote 2 below.
- These shares are owned directly by the FLP, of which Pollard Ventures, Inc., a corporation of which the reporting person is the president and sole shareholder, is the sole general partner, and the reporting person initially was the sole limited partner. On January 21, 2008, the reporting person contributed all of his limited partnership interests in the FLP to a grantor retained annuity trust, of which the reporting person is the sole trustee and sole annuitant.

**Remarks:**

Carl F. Pollard

07/28/2009

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.