

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	December 31, 2009
Estimated average burden hours per response	2.00
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	

**FORM 144
NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print) CHURCHILL DOWNS INC		(b) IRS IDENT. NO. 610156015	(c) S.E.C. FILE NO 0-1469	WORK LOCATION
1 (d) ADDRESS OF ISSUER	STREET 700 Central Avenue	CITY Louisville	STATE KY	ZIP CODE 40208
				(e) TELEPHONE NO 502-636-4400
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD WELLS DARRELL R	(b) RELATIONSHIP TO ISSUER Director	(c) ADDRESS STREET 4350 BROWNSBORO ROAD	CITY LOUISVILLE	STATE KY
			ZIP CODE 40207	

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
Common Stock	Commonwealth Bank & Trust Company 4350 Brownsboro Road, Suite 210 Louisville, KY 40207		15,000	\$575,700 at 12/30/08	13,682,124 at 10/30/08	Various pursuant to 10b5-1 plan	Nasdaq

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. file number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
 - Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - Such person's address, including zip code
- Title of the class of securities to be sold
 - Name and address of each broker through whom the securities are intended to be sold
 - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
 - Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - Approximate date on which the securities are to be sold
 - Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	4/21/1987	Open Market	Open Market	15,000	4/21/1987	Cash

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
The Wells Foundation 4350 Brownsboro Road, Suite 310 Louisville, KY 40207	Common Stock	12/31/2008	1,500	\$58,875.00
The Wells Foundation 4350 Brownsboro Road, Suite 310 Louisville, KY 40207	Common Stock	12/09/2008	3,500	\$131,624.85
The Wells Foundation 4350 Brownsboro Road, Suite 310 Louisville, KY 40207	Common Stock	11/28/2008	5,000	\$172,500.00

EXPLANATION OF RESPONSES:**REMARKS:**

The shares being covered by this Form 144 are being sold pursuant to a 10b5-1 sales plan dated as of December 30, 2008 and the representation below regarding the seller's knowledge of material information speaks as of the plan's adoption date.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

December 31, 2008

DATE OF NOTICE

December 30, 2008

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION, IF RELYING ON RULE 10B5-1

/s/ Darrell R. Wells

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

