FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPROVAL | | | | | | | | | |
|---|--------------|---------|--|--|--|--|--|--|--|--|
| 1 | OMP Number: | 2225 02 | | | | | | | | |

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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

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|---------------------------------------|---|--|---|----------|--------------|--|----------|---|---|--|------------|---------------------------|--------------------------------|-----------------|---|------------------------------------|--|--------------------|-------------------------|--|
| Name and Address of Reporting Person* | | | | | | 2. Issuer Name and Ticker or Trading Symbol CHURCHILL DOWNS INC [CHDN] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| Evans Robert L | | | | | 15. | CHOICEINEE DOWNS INC [CHDN] | | | | | | | | | X | Director | | 109 | 6 Owner | |
| - | | | | | - | | | | | | | | | _ | X | | er (give title | | er (specify | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2012 | | | | | | | | | | belov | , | bel and CEO | DW) | |
| 600 N. HURSTBOURNE PKWY | | | | | 109/ | | | | | | | | | | | | Chairmai | I allu CEO | | |
| SUITE 400 | | | | | | | | | | | | | | | | | | | | |
| , | | | | | - 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | 10000 | | | | | | | | | | | ٦٢ | X | Form | n filed by One | e Reporting P | erson | |
| LOUISV | ILLE F | Y | 40222 | | | | | | | | | | | | 21 | | , | re than One F | | |
| , | | | | | ٠ | | | | | | | | | | | Pers | | e triair Orie r | cporting | |
| (City) | (: | State) | (Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - No | n-Deriv | ative | Se | curitie | s Acq | quired, | Dis | posed o | f, oı | r Ben | efici | ally C | wne | ed | | | |
| 1. Title of S | Security (In: | str. 3) | | 2. Trans | action | ction 2A. Deemed Execution Date, | | | 3. | 3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4 | | | | | | | ount of | 6. Ownershi | | |
| Date (Month/Da | | | | | Day/Yea | ay/Year) if any | | Code (Instr. 5) | | |) (IIISII | 3, 4 a | | Beneficially (D | | (D) or Indire | t Beneficial | | | |
| | | | | | (MOr | | Montn/D | lonth/Day/Year) | | 8) | | 1 1 | | | Repor | | ted | (I) (Instr. 4) | Ownership (Instr. 4) | |
| | | | | | | | | | | v | Amount | | (A) or (D) | Price | | Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock 09/28/ | | | | | 3/2012 | 2012 | | | F ⁽¹⁾ | | 1,743 | 3 | D | \$62 | .72 | 231,473 | | D | | |
| | | T | able II - I | Derivat | ive S | ecu | rities | Acaui | ired. D | ispo | sed of. | or B | Benefi | ciall | v Ow | ned | | | | |
| | | | | | | | | | , | | onvertib | | | | , | | | | | |
| 1. Title of Derivative | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution D if any (Month/Day | | 4. Transa | ction | | | 6. Date Exercisable and Expiration Date | | | 7. Title and Amount of | | | 8. Price of Derivative Security (Instr. 5) | | 9. Number o derivative | f 10. Ownership | 11. Nature | |
| Security (Instr. 3) | | | | ´ c | Code (| Code (Instr. 3) | | r. Derivative (Securities Acquired (A) or | | Un De | | | urities derlying | | | | Securities Beneficially | Form: Direct (D | Beneficial Ownership | |
| (| | | | | ٠, | | | | | | | | Derivative Security (Instr. | | 1` ′ | | Owned Following Reported Transaction(s) | or Indired | t (Instr. 4) | |
| | Security | | | | | | Disposed | | | | | and 4) | | | | | | 1 | " | |
| | | | | | | of (D) (Instr. 3, 4 | | | | | | | | | (Instr. 4) | (8) | | | | |
| | | | | | <u> </u> | | and 5) | | | | | | | | | | | | | |
| | | | | | | | | | | | | | Am or | ount | | | | | | |
| | | | | | | | | | Date | | Expiration | | Nui | nber | r | | | | | |
| | | | | | Code | v | (A) | | Exercisa | | Date | Title | | ıres | | | | | | |

Explanation of Responses:

1. Shares withheld by the issuer to satisfy tax withholding requirements upon vesting of restricted stock.

/s/ Robert L. Evans

10/01/2012

** 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.