

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Evans Robert L</u>			2. Issuer Name and Ticker or Trading Symbol <u>CHURCHILL DOWNS INC [ CHDN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>700 CENTRAL AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOUISVILLE KY 40208</u>								
(City) (State) (Zip)								

**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	05/30/2012		M		198	A	\$36.16	235,157	D	
Common Stock	05/30/2012		S		98	D	\$60	235,059	D	
Common Stock	05/30/2012		S		100	D	\$60.025	234,959	D	
Common Stock	05/31/2012		M		26,564	A	\$36.16	261,523	D	
Common Stock	05/31/2012		S		100	D	\$60.09	261,423	D	
Common Stock	05/31/2012		S		100	D	\$60.06	261,323	D	
Common Stock	05/31/2012		S		100	D	\$60.025	261,223	D	
Common Stock	05/31/2012		S		100	D	\$60.005	261,123	D	
Common Stock	05/31/2012		S		200	D	\$60.07	260,923	D	
Common Stock	05/31/2012		S		200	D	\$60.015	260,723	D	
Common Stock	05/31/2012		S		206	D	\$60.04	260,517	D	
Common Stock	05/31/2012		S		400	D	\$60.03	260,117	D	
Common Stock	05/31/2012		S		700	D	\$60.02	259,417	D	
Common Stock	05/31/2012		S		1,609	D	\$60.01	257,808	D	
Common Stock	05/31/2012		S		22,849	D	\$60	234,959	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$36.16	05/30/2012		M		198 <sup>(1)</sup>		(2)	08/14/2012	Common Stock	198	\$36.16	110,370	D	
Employee Stock Option (right to buy)	\$36.16	05/31/2012		M		26,564 <sup>(1)</sup>		(2)	08/14/2012	Common Stock	26,564	\$36.16	83,806	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 5/16/12.
- The option vests quarterly over three (3) years beginning on September 30, 2006.

/s/ Robert L. Evans

06/01/2012

\*\* Signature of Reporting Person

Date

\* 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.**