

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

CHURCHILL DOWNS INCORPORATED  
(Name of Issuer)

COMMON STOCK NO PAR VALUE

(Title of Class of Securities)

(CUSIP Number)

171 484 108

Thomas H. Meeker, President, Churchill Downs Incorporated, 700 Central Avenue,  
Louisville, Kentucky 40208 (502)636-4400  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

September 7, 1999  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report  
the acquisition that is the subject of this Schedule 13D, and is filing this  
schedule because of sec.240.13d-1(e),  
240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five  
copies of the schedule, including all exhibits. See sec. 240.13d-7(b) for other  
parties to whom copies are  
to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities,  
and  
for any subsequent amendment containing information which would alter  
disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act  
(however, see the Notes).

CUSIP No. \_\_\_\_\_

- 1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons  
(entities only)  
Brad M. Kelley
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)
  - a) N/A
  - b) N/A
- 3) SEC Use Only \_\_\_\_\_
- 4) Source of Funds (See Instructions) Not Applicable
- 5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d)  
or 2(e)  
\_\_\_\_\_

6) Citizenship or Place of Organization United States  
Number of (7) Sole Voting Power 499,100  
Share Bene- (8) Shared Voting Power -0-  
beneficially  
Owned by (9) Sole Dispositive Power 499,100  
Each Report-  
ing person (10) Shared Dispositive Power -0-  
With 11) Aggregate Amount Beneficially Owned by  
Each Reporting Person 499,100

12) Check if the Aggregate Amount in Row (11) Excludes Certain  
Shares (See  
Instructions) \_\_\_\_\_

13) Percent of Class Represented by Amount in Row (11) 5%  
14) Type of Reporting Person (See Instructions) IN  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this statement is true, c  
complete and correct.

September 8, 1999  
Date

Brad M. Kelley  
Signature

The original statement shall be signed by each person on whose behalf the  
statement is filed or his authorized representative. If the statement is  
signed on behalf of a person by his authorized representative  
(other than an executive officer or general partner of  
the filing person), evidence of the representative's authority to sign on  
behalf of such a person shall be filed with the statement; provided, however,  
that a power of attorney for this purpose which is already onfile with the  
Commission may be incorporated by  
reference. The name and any title of each person  
who signs the statement shall be typed or printed beneath his signature.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT  
CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

APPENDIX I

(As of September 8, 1999)

IDENTITY AND BACKGROUND OF REPORTING PERSON. The name, residence or business address and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each Reporting Person is set forth below:

Name  
Residence or  
Business Address  
Present Principal  
Occupation or Employment

Brad M. Kelley  
Residence:

1600 Jean LaFitte  
Boca Grande, FL 33921

Business:

220 Lapsley Lane  
Bowling Green, KY 42103  
Commonwealth Brands, Inc.  
(cigarette manufacturing)