

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>WALDROP ALEXANDER M</u> (Last) (First) (Middle) <u>700 CENTRAL AVE</u> (Street) <u>LOUISVILLE KY 40208</u> (City) (State) (Zip)	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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP, Public Affairs</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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, no par value	12/14/2004		M		152	A	\$19.25	6,608	D	
Common Stock, no par value	12/14/2004		S		152	D	\$45	6,456	D	
Common Stock, no par value	12/15/2004		M		581	A	\$22.63	7,037	D	
Common Stock, no par value	12/15/2004		M		3,508	A	\$27.75	10,545	D	
Common Stock, no par value	12/15/2004		M		1,534	A	\$19.25	12,079	D	
Common Stock, no par value	12/15/2004		M		123	A	\$32.5	12,202	D	
Common Stock, no par value	12/15/2004		S		5,746	D	\$44.33	6,456	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
Employee Stock Option (right to buy)	\$19.25	12/14/2004		M			152	06/03/1999	06/02/2006	Common Stock	152	\$0	1,534	D	
Employee Stock Option (right to buy)	\$22.63	12/15/2004		M			581	11/17/2002	11/16/2009	Common Stock	581	\$0	4,419	D	
Employee Stock Option (right to buy)	\$27.75	12/15/2004		M			3,508	11/15/2003	11/14/2010	Common Stock	3,508	\$0	4,947	D	
Employee Stock Option (right to buy)	\$19.25	12/15/2004		M			1,534	06/03/1999	06/02/2006	Common Stock	1,534	\$0	0	D	
Employee Stock Option (right to buy)	\$32.5	12/15/2004		M			123	11/18/2001	11/17/2008	Common Stock	123	\$0	3,076	D	

Explanation of Responses:

/s/ Alexander M. Waldrop 12/16/2004

** 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.