

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>DUCHOSSOIS RICHARD L</u>  (Last) (First) (Middle) 845 LARCH AVENUE  (Street) ELMHURST IL 60126  (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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2007	
		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

**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 <sup>(1)</sup>	12/14/2007		P		3,093	A	\$51.58	27,317	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/14/2007		P		2,500	A	\$51.17	29,817	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/14/2007		P		1,276	A	\$51.4	31,093	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/14/2007		P		200	A	\$51.81	31,293	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/14/2007		P		158	A	\$51.75	31,451	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/14/2007		P		100	A	\$51.24	31,551	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/14/2007		P		13	A	\$51.68	31,564	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		3,380	A	\$51.62	34,944	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		1,200	A	\$51.5	36,144	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		1,000	A	\$51.25	37,144	I	By 845 Larch Acquisition Corp LLC

**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 <sup>(1)</sup>	12/17/2007		P		981	A	\$51.45	38,125	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		830	A	\$51	38,955	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		228	A	\$51.3	39,183	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		100	A	\$51.39	39,283	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		100	A	\$51.265	39,383	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		4	A	\$51.25	39,387	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(1)</sup>	12/17/2007		P		1	A	\$51.54	39,388	I	By 845 Larch Acquisition Corp LLC
Common Stock <sup>(2)</sup>								3,150,000	I	By Duchossois Industries, Inc.
Common Stock								15,000	I	By RLD Revocable Trust

**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					

1. Name and Address of Reporting Person\*  
[DUCHOSSOIS RICHARD L](#)  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
845 LARCH AVENUE  
 \_\_\_\_\_  
 (Street)  
ELMHURST IL 60126  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[845 Larch Acquisition Corp LLC](#)  
 \_\_\_\_\_

(Last)	(First)	(Middle)
845 LARCH AVENUE		
<hr/>		
(Street)		
ELMHURST	IL	60126
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This form is a joint filing by 845 Larch Acquisition Corp LLC (the "Purchaser") and Richard L. Duchossois. The shares of common stock of Churchill Downs Incorporated (the "Issuer") that are the subject of this report were acquired by the Purchaser on the open market. Richard L. Duchossois, by virtue of his relationship with the Purchaser, may be deemed to beneficially own the shares of the Issuer that are held by the Purchaser. Richard L. Duchossois disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by the Purchaser, except with respect to the pecuniary interest in such shares attributable to him by virtue of his equity interest in the Purchaser.
2. Reflects shares of common stock of the Issuer that are owned directly by Duchossois Industries, Inc. ("DII"). Richard L. Duchossois, by virtue of his relationship with DII, may be deemed to beneficially own the shares of the Issuer that DII may be deemed to beneficially own. Purchaser disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by DII.

**Remarks:**

Exhibit 99 - Joint Filing Agreement (incorporated by reference to Exhibit 1 to Amendment No. 3 to the Schedule 13D relating to the common stock of the Issuer filed by DII on September 17, 2007).

/s/ Eric A. Reeves, attorney-in-  
fact for Richard L. Duchossois 12/18/2007

/s/ Colleen M. O'Connor, Vice  
President and Treasurer of 845 12/18/2007  
Larch Acquisition Corp LLC

\*\* 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.**