SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*] Tse Alan K (Last) (First) (Middle) 600 N. HURSTBOURNE PKWY SUITE 400 (Street) LOUISVILLE KY 40222 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol CHURCHILL DOWNS INC [CHDN] 3. Date of Earliest Transaction (Month/Day/Year) 03/21/2013 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 　　　Director　　　　　　　10% Owner X　　Officer (give title below)　　　Other (specify below) 　　　EVP and General Counsel 6. Individual or Joint/Group Filing (Check Applicable Line) X　　Form filed by One Reporting Person 　　　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[(1)]	03/21/2013		A		10,000	A	$67.26	17,286.3408	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				
Restricted Stock[(2)]	[(3)]	03/21/2013		A		39,000		[(3)]	[(3)]	Common Stock	39,000	[(3)]	39,000	D	

Explanation of Responses:

1. The restricted stock units will vest over a four (4) year period 25% on 12/31/2013, 25% on 12/31/2014, 25% on 12/31/2015, and 25% on 12/31/2016.

2. Each restricted stock unit represents a contractual right to receive one share of CHDN common stock.

3. The restricted stock units vest over a five (5) year period beginning March 21, 2013, and are tied to stock price triggers. Shares vest upon CHDN trading for twenty (20) consecutive days above various stock price triggers. No shares shall vest during 2013. If CHDN stock does not reach a stock price trigger before the fifth anniversary of the restricted stock grant said restricted stock units shall be forfeited.

/s/ Alan K. Tse   03/25/2013

** 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.