

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) <u>845 LARCH AVENUE</u> (Street) <u>ELMHURST IL 60126</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2009</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 ⁽¹⁾	06/30/2009		J ⁽²⁾		17,646	D	\$0	137,141	I	By 845 Larch Acquisition Corp LLC
Common Stock ⁽³⁾								3,150,000	I	By The Duchossois Group, Inc.
Common Stock								100,000	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)		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	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
 (Street)
ELMHURST IL 60126
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

1. This form is a joint filing by 845 Larch Acquisition Corp LLC ("845 LARCH") and Richard L. Duchossois. Richard L. Duchossois, by virtue of his relationship with 845 LARCH, may be deemed to beneficially own the shares of common stock of Churchill Downs Incorporated (the "Issuer") that are held by 845 LARCH. Richard L. Duchossois disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by 845 LARCH, except with respect to the pecuniary interest in such shares attributable to him by virtue of his equity interest in 845 LARCH.
2. Reflects shares of the Issuer distributed by 845 LARCH to its members.
3. Reflects shares of common stock of the Issuer that are owned directly by The Duchossois Group, Inc. ("TDG"). Richard L. Duchossois, by virtue of his relationship with TDG, may be deemed to beneficially own the shares of the Issuer that TDG may be deemed to beneficially own. 845 LARCH disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by TDG.

/s/ Eric A. Reeves, attorney-in-
fact for Richard L. Duchossois 07/02/2009

/s/ Colleen M O'connor, Vice
President and Treasurer of 845 07/02/2009
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.