

CHURCHILL DOWNS INC
Form 4
September 02, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAEDEKER FREDERICK M JR

2. Issuer Name and Ticker or Trading Symbol
CHURCHILL DOWNS INC
[CHDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1050 SO. PRAIRIE AVE.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2005

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
see remarks

INGLEWOOD, CA 90303

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price
Common Stock, no par value	08/29/2005		M		4,666	A	\$ 27.75
					6,240		D
Common Stock, no par value	08/29/2005		M		2,430	A	\$ 27.23
					8,670		D
Common Stock, no par value	08/29/2005		S		7,096	D	\$ 39.2156
					1,574		D
Common Stock, no par value	08/30/2005		M		5,134	A	\$ 27.75
					6,708		D

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par value

Common Stock, no par value	08/30/2005	M	3,672	A	\$ 27.23	10,380	D
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Common Stock, no par value	08/30/2005	S	8,806	D	\$ 39.0904	1,574	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 27.75	08/29/2005		M	4,666	11/15/2003 11/14/2010	Common Stock	4,666
Employee Stock Option (right to buy)	\$ 27.23	08/29/2005		M	2,430	11/14/2004 11/13/2011	Common Stock	2,430
Employee Stock Option (right to buy)	\$ 27.75	08/30/2005		M	5,134	11/15/2003 11/14/2010	Common Stock	5,134
Employee Stock Option	\$ 27.23	08/30/2005		M	3,672	11/14/2004 11/13/2011	Common Stock	3,672

