### Edgar Filing: DUCHOSSOIS RICHARD L - Form 4

DUCHOSSOIS Form 4 August 28, 200												
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									APPROVAL		
	UNITED	STATES		<b>RITIES</b> ashingto	OMMISSION	OMB Number:	3235-0287					
Check this b if no longer									Expires:	January 31, 2005		
subject to Section 16. Form 4 or	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIES								d average ours per		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b).												
(Print or Type Resp	sponses)											
1. Name and Address of Reporting Person <u>*</u> DUCHOSSOIS RICHARD L			2. Issuer Name <b>and</b> Ticker or Trading Symbol CHURCHILL DOWNS INC					5. Relationship of Reporting Person(s) to Issuer				
	[CHUR		DOWINS	INC		(Check all applicable)						
(Last) 845 LARCH A	(Month/			/Day/Year	t Transactio	n		Officer (give titleOther (specify below)Other (specify below)				
(Street) 4. If Am					, Date Origi (ear)	nal		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person				
	ELMHURST, IL 60126 _X_Form filed by More than One Reporting Person									Reporting		
(City)	(State)	(Zip)	Tal	ble I - No	n-Derivati	ve Secu	urities Acq	uired, Disposed o	of, or Benefic	ially Owned		
	Transaction Date lonth/Day/Year)		Date, if	Code (Instr. 8	4. Secur tion(A) or E (Instr. 3 )	A and (A) or	d of (D)	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)		
$\begin{array}{c} \text{Common} \\ \text{Stock} \ \underline{^{(1)}} \end{array}  08.$	8/26/2008			Р	4,244	A	\$ 43.248	132,649	I	By 845 Larch Acquisition Corp LLC		
Common Stock (2)								3,150,000	I	By duchossois Industries, Inc.		
Common Stock								15,000	I	by RLD Revocable Trust		

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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.

 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)	4. Transact Code (Instr. 8)	5. tionNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DUCHOSSOIS RICHARD L 845 LARCH AVENUE ELMHURST, IL 60126	Х							
845 Larch Acquisition Corp LLC 845 LARCH AVENUE ELMHURST, IL 60126				Mem of 13d grp. more than 10%				
Signatures								
	0							

/s/ Eric A. Reeves, attorney-in-fact for Richard L. Duchossois	08/28/2008
**Signature of Reporting Person	Date
/s/ Colleen M O'connor, Vice President and Treasurer of 845 Larch Acquisition Corp LLC	08/28/2008
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* 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).
- (1) This form is a joint filing by 845 Larch Acquistion 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

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are held by the Purchaser. Richard L. Duchossois disclaims benefical 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.

Reflects shares of common stock of the Issuer that are owned directly by Duchossois Industries, Inc. ("DII"). Richard L. Duchossois, by
 (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.