

CHURCHILL DOWNS INC
Form 4
September 02, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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		
Common Stock, no par value	08/29/2005		M		2,430	A	\$ 27.23
					8,670		
Common Stock, no par value	08/29/2005		S		7,096	D	\$ 39.2156
					1,574		
Common Stock, no par value	08/30/2005		M		5,134	A	\$ 27.75
					6,708		

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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.

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(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

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAEDEKER FREDERICK M JR 1050 SO. PRAIRIE AVE. INGLEWOOD, CA 90303				see remarks

Signatures

/s/ Frederick M.
Baedeker, Jr. 09/01/2005

__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).

Remarks:

President, Churchill Downs California Company

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.