

CHURCHILL DOWNS INC
Form 4
September 26, 2006

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

OMB APPROVAL

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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 *
MILLER MICHAEL E

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)
700 CENTRAL AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

LOUISVILLE, KY 40208

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

(City) (State) (Zip)

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	09/25/2006		M		7,500	A	\$ 24.125
					18,032 ⁽¹⁾	D	
Common Stock, no par value	09/25/2006		M		4,919	A	\$ 27.75
Common Stock, no par value	09/25/2006		M		5,573	A	\$ 27.23
Common Stock, no par value	09/25/2006		M		834	A	\$ 35.95
					29,358	D	

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par value

Common Stock, no par value	09/25/2006	M	6,491	A	\$ 38.92	35,849	D
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Common Stock, no par value	09/25/2006	M	25,317	D	\$ 40.9507	10,532	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)	\$ 24.125	09/25/2006		M	7,500	01/31/2003 01/30/2010	Common Stock	7,500	
Employee Stock Option (right to buy)	\$ 27.75	09/25/2006		M	4,919	11/15/2003 11/14/2010	Common Stock	4,919	
Employee Stock Option (right to buy)	\$ 27.23	09/25/2006		M	5,573	11/14/2004 11/13/2011	Common Stock	5,573	
Employee Stock Option	\$ 35.95	09/25/2006		M	834	06/20/2005 06/19/2012	Common Stock	834	

