

CHURCHILL DOWNS INC

Form 4

November 23, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Duchossois Group, Inc.

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)
845 LARCH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2015

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

ELMHURST, IL 60126

(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
__X__ 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	(A) or (D)	Price
Common Stock <u>(1)</u>	11/19/2015		D		944,756	D	\$ 146.13
Common Stock <u>(2)</u>							3,373
Common Stock <u>(3)</u>							137,141
Common Stock <u>(4)</u>							166,047
							The Chamberlain Group, Inc
							By Spring Creek Investors II LLC
							By RLD Revocable

Common Stock ⁽⁵⁾	17,646	I	Trust By CJD Revocable Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	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 Group, Inc. 845 LARCH AVENUE ELMHURST, IL 60126		X		
DUCHOSSOIS CRAIG J 845 LARCH AVENUE ELMHURST, IL 60126	X	X		
DUCHOSSOIS RICHARD L 845 LARCH AVENUE ELMHURST, IL 60126	X	X		

Signatures

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

11/23/2015

____Signature of Reporting Person

Date

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/s/ Eric A. Reeves, attorney-in-fact for Craig J. Duchossois

11/23/2015

__Signature of Reporting Person

Date

/s/ Eric A. Reeves, Vice President and General Counsel of The Duchossois Group, Inc.

11/23/2015

__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).

This form is a joint filing by The Duchossois Group, Inc. ("TDG"), Richard L. Duchossois and Craig J. Duchossois. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with TDG, may be deemed to beneficially own the shares of common

- (1) stock of Churchill Downs Incorporated (the "Issuer") that are held by TDG. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer held by TDG, except with respect to each individual's pecuniary interest in such shares attributable to him by virtue of his respective equity interest in TDG.

Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with The Chamberlain Group, Inc. and TDG, may be deemed to beneficially own the shares of the Issuer that are held by The Chamberlain Group, Inc. and which TDG may be deemed to beneficially own. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of the Issuer that are owned by The Chamberlain Group, Inc., except with respect to each individual's pecuniary interest in such shares attributable to him by virtue of his respective equity interest in TDG.

- (3) Reflects shares of common stock of the Issuer that are owned directly by Spring Creek Investors II LLC ("SCI") and not by TDG. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with SCI, may be deemed to beneficially own the shares of the Issuer that SCI may be deemed to beneficially own. TDG disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by SCI.
- (4) Reflects shares of common stock of the Issuer beneficially owned by Mr. Richard L. Duchossois and not by TDG or Mr. Craig J. Duchossois.
- (5) Reflects shares of common stock of the Issuer beneficially owned by Mr. Craig J. Duchossois and not by TDG or Mr. Richard L. Duchossois.

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.