

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Steven P. Sexton, age 47, has been promoted to the position of Executive Vice President of Churchill Downs Incorporated effective January 11, 2007. Mr. Sexton has served as President of Churchill Downs Racetrack since March 2003 and will continue to serve in that position. He first came to Churchill Downs Incorporated in 2001, serving first as the Executive Vice President and then as the President of Arlington International Racecourse, Inc. which later became Arlington Park Racecourse, LLC. Mr. Sexton served as the President of Ellis Park Race Course, Inc. from March 2003 until its sale in September, 2006. The officers of the corporation are elected each year at the annual meeting of the Board of Directors. No determination has been made at this time as to the effect of this promotion on Mr. Sexton's compensation or participation under the plans or other compensatory arrangements of the corporation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CHURCHILL DOWNS
INCORPORATED**

January 17, 2007

/s/ Michael E. Miller
Michael E. Miller
Executive Vice President & Chief Financial
Officer