

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

On February 7, 2007, the Board of Directors approved a resolution to designate Michael W. Anderson the Company's principal financial officer and the officer to perform the functions of a Chief Financial Officer for the time frame required to oversee and complete the filing of the Company's Annual Report on Form 10-K, including the signing of such Form 10-K and the certifications required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. Mr. Anderson, age 36, has served as the Company's Vice President, Corporate Finance and Treasurer since June 2002. Mr. Anderson served as Corporate Controller of Churchill Downs from January 2000 to December 2001. He served as Controller with the Company from November 1996 to December 1999.

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**

February 12, 2007

/s/ Robert L. Evans
Robert L. Evans
President & Chief Executive Officer