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Phillips Donald James II Form 4 November 01, 2012 FORM 4

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

(Last) (First) (Middle) 3			Symbol Morning 3. Date of	 Issuer Name and Ticker or Trading Symbol Morningstar, Inc. [MORN] Date of Earliest Transaction (Month/Day/Year) 				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director10% Owner				
C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET			10/31/2012					XOfficer (give titleOther (specify below) below) President, Research				
	(Street)		4. If Amer Filed(Mon		U	nal	Α _Ι _Σ	Individual or Joir pplicable Line) (_ Form filed by On	e Reporting Per	son		
CHICAGO,	IL 60602							_ Form filed by Mo erson	re than One Rej	porting		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										y Owned		
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if		3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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)			
Common Stock	10/31/2012			Code $S(1)$	V Amou 2,695	nt (D) D	Price \$ 62.6752	(insu: 5 and 4) 147,355	D			
Common Stock (Restricted Stock Units)	10/31/2012			А	10 <u>(3)</u>	А	\$0	147,365	D			
Common Stock								60,605	Ι	By GRAT		

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable Date	Date		Number		
					(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Treporting of the Transferrence	Director	10% Owner	Officer	Other				
Phillips Donald James II C/O MORNINGSTAR, INC. 22 WEST WASHINGTON STREET CHICAGO, IL 60602	Х		President, Research					
Signatures								
/s/ Heidi Miller, by power of attorney	11/0	1/2012						

**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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2012.

The transaction was executed in multiple trades at prices ranging from \$62.35 to \$63.11. The price reported above reflects the weighted
 (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Morningstar or a shareholder of Morningstar full information regarding the number of shares and prices at which the transaction was effected.

(3) Includes 10.9708 restricted stock units acquired on October 31, 2012 pursuant to a dividend reinvestment feature of the Morningstar, Inc. 2011 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners

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