

Morningstar, Inc.  
 Form 3  
 May 02, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Phillips Donald James II		(Month/Day/Year)	Morningstar, Inc. [MORN]	
(Last)	(First)	(Middle)	05/02/2005	
C/O MORNINGSTAR, INC., Â 225 WEST WACKER DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO, Â IL Â 60606			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Managing Director	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	178,970	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	06/30/2006	Common Stock	2,880	\$ 2	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/28/2006	Common Stock	9,258	\$ 2	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/30/2007	Common Stock	6,426	\$ 2	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/30/2008	Common Stock	3,204	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	12/01/2008	Common Stock	4,056	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	12/01/2008	Common Stock	8,112	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/30/2008	Common Stock	6,405	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/30/2009	Common Stock	4,323	\$ 10.98	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	06/30/2009	Common Stock	8,754	\$ 10.98	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	12/01/2009	Common Stock	3,570	\$ 10.98	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	12/01/2009	Common Stock	7,140	\$ 10.98	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	05/01/2010	Common Stock	730,000	\$ 14.13	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	02/15/2009	Common Stock	652,310	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	02/15/2009	Common Stock	216,864	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	05/01/2011	Common Stock	7,500	\$ 14.13	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	05/01/2011	Common Stock	7,500	\$ 14.13	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	05/01/2012	Common Stock	5,000	\$ 10.95	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	05/01/2013	Common Stock	10,000	\$ 8.57	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	12/01/2014	Common Stock	40,000	\$ 14.96 <u>(7)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Donald James II C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606	X	A	A Managing Director	A

## Signatures

/s/ Peter Olson, by power of attorney

05/02/2005

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediately exercisable
  - (2) The remaining options vest and become exercisable over a period of six years in equal annual installments beginning on February 15, 2003
  - (3) The option vests and becomes exercisable over a period of four years in equal annual installments beginning on the initial vesting date of May 1, 2002
  - (4) The option vests and becomes exercisable over a period of four years in equal annual installments beginning on the initial vesting date of May 1, 2003
  - (5) The option vests and becomes exercisable over a period of four years in equal annual installments beginning on the initial vesting date of May 1, 2004
  - (6) The option vests and becomes exercisable over a period of four years in equal annual installments beginning on the initial vesting date of May 1, 2005
- The exercise price is determined by the daily indexing of the fair market value of the shares on the grant date (\$14.70) against the 10-Year U.S. Treasury Bond Rate on November 15, 2004, compounded annually. Therefore the exercise price is subject to change throughout the life of the option. On April, 30, 2005, the exercise price was \$14.96.

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

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