Morningstar, Inc. Form 4 May 16, 2011

## FORM 4

#### OMB APPROVAL

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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Form 4 or Form 5 obligations may continue SECURITIES

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may continue. See Instruction 1(b).

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 \* ZENTMYER HUGH J

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First)

Morningstar, Inc. [MORN]

(Check all applicable)

C/O MORNINGSTAR, INC., 22

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

\_\_X\_ Director \_\_\_\_ Officer (give title

\_\_\_\_\_ 10% Owner \_\_\_\_\_ Other (specify

WEST WASHINGTON STREET

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

05/15/2011

(Middle)

\_X\_ Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

below)

CHICAGO, IL 60602

(City) (State) (Zip)

Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$0

1.Title of Security (Instr. 3)

Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Di Beneficially (D) or Owned Indirect (Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

SEC 1474

(9-02)

(A) or

Α

Transaction(s)
(Instr. 3 and 4)

Common Stock

(Restricted 05/15/2011

ode V Amount (D) Price

A

960

D

Stock Units)

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

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7,293

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### Edgar Filing: Morningstar, Inc. - Form 4

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

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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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 57.28	05/15/2011		A	2,316	<u>(2)</u>	05/15/2021	Common Stock	2,316

## **Reporting Owners**

Relationships					
Director	10% Owner	Officer	Other		
X					
		Director 10% Owner	Director 10% Owner Officer		

## **Signatures**

/s/ Heidi Miller, by power of attorney

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Morningstar, Inc. stock. The restricted stock units vest in three equal annual installments beginning May 15, 2012.
- (2) The options become exercisable in three equal installments beginning May 15, 2012.

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.

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