FRANCIS CHERYL A

Form 4

December 27, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

5 Relationship of Reporting Person(s) to

OMB APPROVAL

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

2 Januar Nama and Tielzer or Tradina

response... 0.5

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

FRANCIS CHERYL A			Symbol Morningstar, Inc. [MORN]					Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) _X_ Director10% Owner					Owner			
C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET			12/27/2011				b	Officer (give title Other (specify below)			
	4. If Amendment, Date Original				ϵ	6. Individual or Joint/Group Filing(Check					
			· · · · · · · · · · · · · · · · · · ·					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CHICAGO	, IL 60602						F	Form filed by Mi Person	ore than One Re	porung	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativo	e Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (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	12/27/2011			M	500	A	\$ 19.7315 (2)	12,826	D		
Common	12/27/2011			S(1)	500	D	\$ 60	12,326	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: FRANCIS CHERYL A - Form 4

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

8. F Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number on f 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
Employee Stock Option (Right to Buy)	\$ 19.7315 (2)	12/27/2011		M	500	(3)	12/01/2014	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
FRANCIS CHERYL A C/O MORNINGSTAR, INC. 22 WEST WASHINGTON STREET CHICAGO, IL 60602	X					
<u> </u>						

Signatures

/s/ Heidi Miller, by power of attorney 12/27/2011

**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 August 23, 2011.
- (2) The exercise price increases over the term of the option at a rate equal to the 10-year Treasury bond yield as of the date of grant (\$14.70). On December 27, 2011, the exercise price was \$19.7315.
- (3) The options became exercisable in 3 equal installments on January 27, 2005, 2006, and 2007.

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.

Reporting Owners 2