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Phillips Donald James II Form 4 November 13, 2012 FORM 4

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

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

Dh'illing Donald Lenger II			2. Issuer Name and Ticker or Trading ymbol	5. Relationship of Reporting Person(s) to Issuer			
		М	Iorningstar, Inc. [MORN]	(Check all applicable)			
(Last)	(First) (Middle) 3.	. Date of Earliest Transaction	(cheer an approace)			
			Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify			
C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET			1/12/2012	below) below) President, Research			
	(Street)	4.	. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CHICAGO), IL 60602	Fil	ïled(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
emenoe	, IL 00002			Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Advised to the securities Advised to	equired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	tate, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)	SecuritiesOwnershipIndirectBeneficiallyForm:BeneficialOwnedDirect (D)OwnershipFollowingor Indirect(Instr. 4)Reported(I)Transaction(s)(Instr. 4)(Instr. 4)			
Common Stock	11/12/2012		$S_{\underline{(1)}}^{(1)}$ 5,000 D 63.12 (2)	92 135,060 D			
Common Stock				60,605 I By GRAT			

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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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	11/1	3/2012				

Date

**Signature of Reporting Person

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 \$62.73 to \$63.41. 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.

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.