

Morningstar, Inc.
Form 3
May 02, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 NOONAN JACK		(Month/Day/Year)	Morningstar, Inc. [MORN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/02/2005		
C/O SPSS,Â 233 S. WACKER DRIVE			(Check all applicable)	
	(Street)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
CHICAGO,Â ILÂ 60606			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (Right to Buy)	Â <u>(1)</u>	01/09/2008	Common Stock	60,000	\$ 2	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	01/22/2009	Common Stock	12,000	\$ 2.77	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	01/28/2010	Common Stock	12,000	\$ 10.98	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	01/26/2011	Common Stock	12,000	\$ 14.13	D	Â
Stock Option (Right to Buy)	Â <u>(1)</u>	01/28/2012	Common Stock	12,000	\$ 10.95	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	01/30/2013	Common Stock	12,000	\$ 8.57	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	12/01/2014	Common Stock	12,000	\$ 14.96 <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOONAN JACK C/O SPSS 233 S. WACKER DRIVE CHICAGO, IL 60606	Â X	Â	Â	Â

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 option vests and becomes exercisable over a period of three years in equal annual installments beginning on the initial vesting date of January 30, 2004.
 - (3) The option vests and becomes exercisable over a period of three years in equal annual installments beginning on the initial vesting date of January 27, 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
- (4) 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.

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.