FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Phillips Donald James II
C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET
CHICAGO, IL 60602

2. Issuer Name and Ticker or Trading Symbol
Morningstar, Inc. [ MORN ]

3. Date of Earliest Transaction (MM/DD/YYYY)
5/15/2013

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

___ X __ Director
___ 10% Owner
___ X __ Officer (give title below)
___ Other (specify below)
Head of Global Research

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

_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>5/15/2013</td>
<td>A</td>
<td>5429</td>
<td>A</td>
<td>$0</td>
<td>142616</td>
</tr>
<tr>
<td>Common Stock</td>
<td>5/15/2013</td>
<td>F</td>
<td>542</td>
<td>D</td>
<td>$69.99</td>
<td>142074</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>57881 (2)</td>
<td>I</td>
</tr>
</tbody>
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Explanation of Responses:

(1) Each restricted stock unit represents a contingent right to receive one share of Morningstar, Inc. common stock. The restricted stock units vest in four equal annual installments beginning May 15, 2014.

(2) Includes 43,775.7089 shares held indirectly in a 2009 grantor annuity trust and 14,106.3745 shares held indirectly in a 2012 grantor annuity trust.

Reporting Owners

<table>
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<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
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</thead>
<tbody>
<tr>
<td>Phillips Donald James II C/O MORNINGSTAR, INC. 22 WEST WASHINGTON STREET</td>
<td>X Head of Global Research</td>
</tr>
</tbody>
</table>
Signatures

/s/ Heidi Miller, by power of attorney  5/16/2013

** Signature of Reporting Person  Date

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


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

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.