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 *

ZENTMYER HUGH J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__ Director

___ 10% Owner

_____ Officer (give title below)

_____ Other (specify below)

4. If Amendment, Date Original Filed

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

1. Title of Security

(Instr. 3)

Common Stock (Restricted Stock Units) (1)

2. Trans. Date

5/15/2013

3. Trans. Code

2A. Deemed Execution Date, if any

4. Securities Acquired (A) or Disposed of (D)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership Form:

Direct (D)
or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

1. Title of Derivate Security

(Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code

5. Number of Derivative Securities Acquired (A) or Disposed of (D)

6. Date Exercisable and Expiration Date

7. Title and Amount of Securities Underlying Derivative Security

8. Price of Derivative Security

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

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 three equal annual installments beginning May 15, 2014.

Reporting Owners

Reporting Owner Name / Address

ZENTMYER HUGH J

C/O MORNINGSTAR, INC.

22 WEST WASHINGTON STREET

CHICAGO, IL 60602

Relationships

Director

10% Owner

Officer

Other

X

Signatures

/s/ Heidi Miller, by power of attorney

5/16/2013

** Signature of Reporting Person

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.