**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. **Name and Address of Reporting Person**
   
   *FRANCIS CHERYL A*
   
   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**
   
   5/15/2010

4. **If Amendment, Date Original Filed**
   
   5/15/2010

5. **Individual or Joint/Group Filing**
   
   _X_ Form filed by One Reporting Person

6. **Relationship of Reporting Person(s) to Issuer**
   
   _X_ Director

7. **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</th>
<th>4. Securities Acquired (A) or Disposed of (D)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units) (1)</td>
<td>5/15/2010</td>
<td>A</td>
<td>2299</td>
<td>A $0</td>
</tr>
</tbody>
</table>

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

|---------------------------------|-----------------------------------------------|----------------|----------------|---------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|-------------------------------|------------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------|

9. **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, 2011.

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**Reporting Owners**

<table>
<thead>
<tr>
<th></th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Director</td>
</tr>
<tr>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

**FRANCIS CHERYL A**

C/O MORNINGSTAR, INC.

22 WEST WASHINGTON STREET

CHICAGO, IL 60602

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**Signatures**

_/s/ Heidi Miller, by power of attorney_  

5/17/2010

**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.