

**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)

   5/18/2015

4. If Amendment, Date Original Filed (MM/DD/YYYY)

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

   X Director  
   ___ 10% Owner  
   ___ Officer (give title below)  
   ___ Other (specify below)

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

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

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

<table>
<thead>
<tr>
<th>Security Type</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>5/18/2015</td>
<td>S (1)</td>
<td>862</td>
<td>D $77.0558 (2)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Security Type</th>
<th>Code</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>(1)</td>
<td>11497</td>
</tr>
<tr>
<td>Common Stock</td>
<td>(2)</td>
<td>158821</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

(1) The sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted on November 24, 2014.

(2) The transaction was executed in multiple trades at prices ranging from $76.46 to $77.33. The price reported above reflects the weighted 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.

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**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phillips Donald James II</td>
<td>Director</td>
</tr>
<tr>
<td>C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET</td>
<td>10% Owner</td>
</tr>
<tr>
<td>CHICAGO, IL 60602</td>
<td>X</td>
</tr>
</tbody>
</table>
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.