**FORM 4**

[ ] Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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** *
   
   **Kelly Haywood**
   
   (Last) (First) (Middle)

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

3. **Date of Earliest Transaction (MM/DD/YYYY)**
   
   4/30/2015

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

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   ___ Director
   
   ____ 10% Owner
   
   X Officer (give title below)
   
   ____ Other (specify below)

   **Head of Global Fund Research**

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   _ 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>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>4/30/2015</td>
<td>A</td>
<td>3 (1)</td>
<td>A</td>
<td>9031</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>92</td>
<td>I</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>2.</td>
<td>3.</td>
<td>4.</td>
<td>5.</td>
<td>6.</td>
<td>7.</td>
<td>8.</td>
<td>9.</td>
<td>10.</td>
<td>11.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**
(1) Includes 3,1846 restricted stock units acquired on April 30, 2015 pursuant to a dividend investment feature of the Morningstar, Inc. 2011 Stock Incentive Plan.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kelly Haywood C/O MORNINGSTAR, INC. 22 WEST WASHINGTON STREET</td>
<td>Director 10% Owner Officer Head of Global Fund Research</td>
</tr>
</tbody>
</table>

**Signatures**

is/ Heidi Miller, by power of attorney  5/4/2015

**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.