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 *

Williams David W
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)

2/18/2014

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

Director
10% Owner
X Officer (give title below)
Other (specify below)
Head of Design and Marketing

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


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>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Securities Acquired (A) or Disposed of (D)</th>
<th>4A. (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</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</td>
<td>2/18/2014</td>
<td>M</td>
<td>3000</td>
<td>A</td>
<td>$26.5522 (2)</td>
<td></td>
<td>42363</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/18/2014</td>
<td>S (1)</td>
<td>2100</td>
<td>D</td>
<td>$80.8214 (3)</td>
<td></td>
<td>40263</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/18/2014</td>
<td>S (1)</td>
<td>900</td>
<td>D</td>
<td>$81.5687 (4)</td>
<td></td>
<td>39363</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$26.5522 (2)</td>
<td>2/18/2014</td>
<td>M</td>
<td>3000</td>
<td>(5)</td>
<td>5/2/2015</td>
<td>Common Stock</td>
<td>3000 $0 4500 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 25, 2013.

(2) The exercise price increases over the term of the option at a rate equal to the 10-year Treasury bond yield as of the date of grant ($18.50). On February 18, 2014, the exercise price was $26.5522.

(3) The transaction was executed in multiple trades at prices ranging from $80.36 to 81.25. 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 executed.

(4) The transaction was executed in multiple trades at prices ranging from $81.42 to 81.82. 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.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Williams David W</td>
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<td>CHICAGO, IL 60602</td>
<td></td>
</tr>
</tbody>
</table>

### Signatures

/s/ Heidi Miller, by power of attorney  
2/19/2014

** 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.