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 *

Lyons William M

(C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET)

2. Issuer Name and Ticker or Trading Symbol

Morningstar, Inc. [ MORN ]

3. Date of Earliest Transaction (MM/DD/YYYY)

4/30/2014

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

___ X Director

10% Owner

Officer (give title below)

Other (specify below)

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

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

<table>
<thead>
<tr>
<th>Description of Securities</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>4/30/2014</td>
<td>A</td>
<td>3 (1)</td>
<td>A</td>
<td>$0</td>
<td>9255</td>
</tr>
</tbody>
</table>

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

| Description of Securities | Conversion or Exercise Price of Derivative Security | Trans. Date | Trans. Code | Deemed Execution Date, if any | Number of Derivative Securities Acquired (A) or Disposed of (D) | Date Exercisable and Expiration Date | Title and Amount of Securities Underlying Derivative Security | Price of Derivative Security | Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form of Derivative Security: Direct (D) or Indirect (I) | Nature of Indirect Beneficial Ownership |
|---------------------------|---------------------------------------------------|-------------|-------------|-------------------------------|---------------------------------------------|-----------------------------------------------|-------------------------------------------------|---------------------------------------------|-------------------------------------------------|-------------------------------------------|
|                           |                                                   |             |             |                               |                                             |                                               |                                                 |                              |                                                |                                          |                                          |

Explanation of Responses:

(1) Includes 3,8762 restricted stock units acquired on April 30, 2014 pursuant to a dividend reinvestment feature of the Morningstar, Inc. 2011 Stock Incentive Plan.

Reporting Owners

Reporting Owner Name / Address | Relationships
--------------------------------|------------------
Lyons William M C/O MORNINGSTAR, INC. 22 WEST WASHINGTON STREET | X

CHICAGO, IL 60602

Signatures

/s/ Heidi Miller, by power of attorney 5/1/2014

** 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.