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 *  
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)  
8/26/2011

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
___ x Director  
___ 10% Owner  
___ x Officer (give title below)  
___ Other (specify below)  
President, Fund Research

1. Title of Security (Instr. 3)  
Common Stock

2. Trans. Date  
8/26/2011

3. Trans. Code (Instr. 8)  
S (1)

4. Securities Acquired (A) or Disposed of (D)  
4300 D

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  
278752

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  
D

7. Nature of Indirect Beneficial Ownership (Instr. 4)  
By GRAT

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

1. Title of Derivate Security (Instr. 3)  

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code (Instr. 8)  

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  

6. Date Exercisable and Expiration Date  

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  

8. Price of Derivative Security (Instr. 5)  

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)  

11. Nature of Indirect Beneficial Ownership (Instr. 4)  

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 May 25, 2011.

(2) The transaction was executed in multiple trades at prices ranging from $58.00 to $58.45. 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>Phillips Donald James II</td>
<td>Director</td>
</tr>
<tr>
<td>C/O MORNINGSTAR, INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>22 WEST WASHINGTON STREET</td>
<td>Officer</td>
</tr>
<tr>
<td>CHICAGO, IL 60602</td>
<td>President, Fund Research</td>
</tr>
</tbody>
</table>
Signatures

/s/ Heidi Miller, by power of attorney  8/29/2011

** 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.