# FORM 4

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

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**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**
   
   Williams David W
   
   (Last) (First) (Middle)
   
   C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET
   
   (Street)
   
   CHICAGO, IL 60602
   
   (City) (State) (Zip)

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

3. **Date of Earliest Transaction (MM/DD/YYYY)**
   
   7/5/2012

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

5. **Relationship of Reporting Person(s) to Issuer**

   - [ ] Director
   - [X] 10% Owner
   - [ ] Officer (give title below)
   - [ ] Other (specify below)

   Managing Director, Design

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>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>7/5/2012</td>
<td></td>
<td>V</td>
<td>700</td>
<td>D $60.00</td>
<td>Direct (D)</td>
<td>V (A)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
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</tbody>
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**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 March 20, 2012.

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**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Williams David W</td>
<td>Director</td>
</tr>
<tr>
<td>C/O MORNINGSTAR, INC.</td>
<td>Manager</td>
</tr>
<tr>
<td>22 WEST WASHINGTON STREET</td>
<td>Managing Director, Design</td>
</tr>
<tr>
<td>CHICAGO, IL 60602</td>
<td></td>
</tr>
</tbody>
</table>

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**Signatures**

/s/ Richard Robbins, by power of attorney 7/5/2012

**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.