Statesman 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
(Street)
(City) (State) (Zip)

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

3. Date of Earliest Transaction (MM/DD/YYYY)
5/27/2011

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

5. Relationship of Reporting Person(s) to Issuer
(X) Director
(X) Officer (give title below)

6. Individual or Joint/Group Filing (Check Applicable Line)
(X) Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

2. Trans. Date
5/27/2011

3. Trans. Code
M

4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)
A

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
293358

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

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

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

1. Title of Derivate Security (Instr. 3)
Employee Stock Option (Right to Buy)

2. Conversion or Exercise Price of Derivative Security
$23.7339 (1)

3. Trans. Date
5/27/2011

4. Trans. Code (Instr. 8)
M

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
5000

6. Date Exercisable and Expiration Date
5/2/2015

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)
Common Stock 5000

8. Price of Derivative Security (Instr. 5)
$0

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
34000

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

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

Explanation of Responses:
(1) 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 May 27, 2011, the exercise price was $23.7339.
(2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011.
(3) The transaction was executed in multiple trades at prices ranging from $60.0000 to $60.3011. 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>Other</td>
</tr>
</tbody>
</table>

**Phillips Donald James II**
- **X** Director
- **President, Fund Research**

### Signatures

/s/ Richard Robbins, by power of attorney  6/1/2011

** 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.