

Phillips Donald James II  
 Form 4  
 May 05, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Phillips Donald James II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 05/01/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Managing Director

(Street)  
 CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	05/01/2008		M		12,500	\$ 14.13	D
Common Stock	05/01/2008		M		9,500	\$ 2.77	D
Common Stock						32,500	I By GRAT
Common Stock	05/01/2008		S <sup>(1)</sup>		100	\$ 59.36	D
Common Stock	05/01/2008		S <sup>(1)</sup>		35	\$ 59.37	D

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Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.4	318,801	D
Common Stock	05/01/2008	<u>S(1)</u>	65	D	\$ 59.52	318,736	D
Common Stock	05/01/2008	<u>S(1)</u>	240	D	\$ 59.56	318,496	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.57	318,396	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.58	318,296	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.59	318,196	D
Common Stock	05/01/2008	<u>S(1)</u>	235	D	\$ 59.6	317,961	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.61	317,861	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.62	317,761	D
Common Stock	05/01/2008	<u>S(1)</u>	300	D	\$ 59.63	317,461	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.64	317,361	D
Common Stock	05/01/2008	<u>S(1)</u>	165	D	\$ 59.65	317,196	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.66	317,096	D
Common Stock	05/01/2008	<u>S(1)</u>	395	D	\$ 59.67	316,701	D
Common Stock	05/01/2008	<u>S(1)</u>	305	D	\$ 59.68	316,396	D
Common Stock	05/01/2008	<u>S(1)</u>	300	D	\$ 59.7	316,096	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.71	315,996	D
Common Stock	05/01/2008	<u>S(1)</u>	160	D	\$ 59.74	315,836	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.75	315,736	D
Common Stock	05/01/2008	<u>S(1)</u>	100	D	\$ 59.77	315,636	D
	05/01/2008	<u>S(1)</u>	250	D		315,386	D

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Common Stock					\$	59.78	
Common Stock	05/01/2008	S <sup>(1)</sup>	200	D	\$	59.81	315,186 D
Common Stock	05/01/2008	S <sup>(1)</sup>	100	D	\$	59.82	315,086 D
Common Stock	05/01/2008	S <sup>(1)</sup>	400	D	\$	59.83	314,686 D
Common Stock	05/01/2008	S <sup>(1)</sup>	200	D	\$	59.84	314,486 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 14.13	05/01/2008		M	12,500	<sup>(2)</sup>	05/01/2010	Common Stock	12,500
Employee Stock Option (Right to Buy)	\$ 2.77	05/01/2008		M	9,500	<sup>(3)</sup>	02/15/2009	Common Stock	9,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Phillips Donald James II  
C/O MORNINGSTAR, INC.  
225 WEST WACKER DRIVE  
CHICAGO, IL 60606

X

Managing Director

## Signatures

/s/ Heidi Miller, by power of  
attorney

05/05/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (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 9, 2006.
  - (2) The options became exercisable in four equal installments on May 1, 2001, 2002, 2003, and 2004.
  - (3) The options immediately vested on the grant date.

### Remarks:

Form 1 of 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.