

Phillips Donald James II
Form 4
April 25, 2008

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O MORNINGSTAR, INC., 225
WEST WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Morningstar, Inc. [MORN]

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

04/24/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Managing Director

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/24/2008		S ⁽¹⁾		400	D \$ 57.92	303,869	D	
Common Stock	04/24/2008		S ⁽¹⁾		200	D \$ 57.93	303,669	D	
Common Stock	04/24/2008		S ⁽¹⁾		200	D \$ 57.96	303,469	D	
Common Stock	04/24/2008		S ⁽¹⁾		100	D \$ 57.97	303,369	D	
Common Stock	04/24/2008		S ⁽¹⁾		1,033	D \$ 58	302,336	D	

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Common Stock	04/24/2008	<u>S</u> (1)	100	D	\$ 58.01	302,236	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.03	302,036	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.04	301,836	D
Common Stock	04/24/2008	<u>S</u> (1)	600	D	\$ 58.05	301,236	D
Common Stock	04/24/2008	<u>S</u> (1)	100	D	\$ 58.08	301,136	D
Common Stock	04/24/2008	<u>S</u> (1)	500	D	\$ 58.09	300,636	D
Common Stock	04/24/2008	<u>S</u> (1)	500	D	\$ 58.1	300,136	D
Common Stock	04/24/2008	<u>S</u> (1)	166	D	\$ 58.11	299,970	D
Common Stock	04/24/2008	<u>S</u> (1)	300	D	\$ 58.12	299,670	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.14	299,470	D
Common Stock	04/24/2008	<u>S</u> (1)	300	D	\$ 58.17	299,170	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.19	298,970	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.2	298,770	D
Common Stock	04/24/2008	<u>S</u> (1)	34	D	\$ 58.21	298,736	D
Common Stock	04/24/2008	<u>S</u> (1)	500	D	\$ 58.23	298,236	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.24	298,036	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.25	297,836	D
Common Stock	04/24/2008	<u>S</u> (1)	100	D	\$ 58.26	297,736	D
Common Stock	04/24/2008	<u>S</u> (1)	100	D	\$ 58.27	297,636	D
Common Stock	04/24/2008	<u>S</u> (1)	200	D	\$ 58.37	297,436	D
	04/24/2008	<u>S</u> (1)	200	D		297,236	D

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Common					\$		
Stock					58.39		
Common	04/24/2008	S ⁽¹⁾	200	D	\$	297,036	D
Stock					58.57		

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
04/25/2008

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.

Remarks:

Form 2 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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