Phillips Donald James II Form 4 June 13, 2006

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

obligations

Form 5

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(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			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE		The state of the s	(Month/Day/Year) 06/12/2006	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Managing Director			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
CHICAGO, I	IL 60606			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed (/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/12/2006		S <u>(1)</u>	90	D	\$ 41.48	191,199	D	
Common Stock	06/12/2006		S <u>(1)</u>	166	D	\$ 41.49	191,033	D	
Common Stock	06/12/2006		S(1)	375	D	\$ 41.5	190,658	D	
Common Stock	06/12/2006		S(1)	42	D	\$ 41.5	190,616	D	
Common Stock	06/12/2006		S <u>(1)</u>	322	D	\$ 41.51	190,294	D	

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Common Stock	06/12/2006	S <u>(1)</u>	46	D	\$ 41.52	190,248	D
Common Stock	06/12/2006	S <u>(1)</u>	125	D	\$ 41.55	190,123	D
Common Stock	06/12/2006	S <u>(1)</u>	83	D	\$ 41.57	190,040	D
Common Stock	06/12/2006	S <u>(1)</u>	41	D	\$ 41.58	189,999	D
Common Stock	06/12/2006	S <u>(1)</u>	291	D	\$ 41.66	189,708	D
Common Stock	06/12/2006	S <u>(1)</u>	83	D	\$ 41.67	189,625	D
Common Stock	06/12/2006	S <u>(1)</u>	643	D	\$ 41.9	188,982	D
Common Stock	06/12/2006	S <u>(1)</u>	482	D	\$ 41.91	188,500	D
Common Stock	06/12/2006	S <u>(1)</u>	500	D	\$ 41.95	188,000	D
Common Stock	06/12/2006	S <u>(1)</u>	42	D	\$ 41.96	187,958	D
Common Stock	06/12/2006	S <u>(1)</u>	83	D	\$ 42	187,875	D
Common Stock	06/12/2006	S <u>(1)</u>	42	D	\$ 42.01	187,833	D
Common Stock	06/12/2006	S <u>(1)</u>	42	D	\$ 42.02	187,791	D
Common Stock	06/12/2006	S <u>(1)</u>	83	D	\$ 42.05	187,708	D
Common Stock	06/12/2006	S <u>(1)</u>	83	D	\$ 42.08	187,625	D
Common Stock	06/12/2006	S <u>(1)</u>	42	D	\$ 42.1	187,583	D
Common Stock	06/12/2006	S <u>(1)</u>	375	D	\$ 42.14	187,208	D
Common Stock	06/12/2006	S <u>(1)</u>	89	D	\$ 42.2	187,119	D

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Tit		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	ant of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A4		
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Z.ici ciodole	2 4.10		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting 6 wher runne / runness	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/ Rachel Felsenthal, by power of attorney

06/13/2006 Date

**Signature of Reporting Person

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).
- 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

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