Phillips Donald James II Form 4 March 24, 2008

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Phillips Donald James II Issuer Symbol Morningstar, Inc. [MORN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify C/O MORNINGSTAR, INC., 225 03/20/2008 below) below) WEST WACKER DRIVE Managing Director (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60606

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/20/2008		S(1)	87	D	\$ 62.11	322,536	D	
Common Stock	03/20/2008		S <u>(1)</u>	100	D	\$ 62.14	322,436	D	
Common Stock	03/20/2008		S <u>(1)</u>	200	D	\$ 62.15	322,236	D	
Common Stock	03/20/2008		S(1)	100	D	\$ 62.16	322,136	D	
Common Stock	03/20/2008		S(1)	300	D	\$ 62.2	321,836	D	

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Edgar Filing: Phillips Donald James II - Form 4

Common Stock	03/20/2008	S <u>(1)</u>	200	D	\$ 62.23	321,636	D
Common Stock	03/20/2008	S <u>(1)</u>	200	D	\$ 62.24	321,436	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.29	321,336	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.33	321,236	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.35	321,136	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.37	321,036	D
Common Stock	03/20/2008	S <u>(1)</u>	200	D	\$ 62.39	320,836	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.47	320,736	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.54	320,636	D
Common Stock	03/20/2008	S <u>(1)</u>	300	D	\$ 62.56	320,336	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.58	320,236	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.59	320,136	D
Common Stock	03/20/2008	S <u>(1)</u>	100	D	\$ 62.6	320,036	D

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

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.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

Edgar Filing: Phillips Donald James II - Form 4

4, and 5)

Date Expiration Exercisable Date

Code V (A) (D)

Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	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 03/24/2008

**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 3 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.

Reporting Owners 3