

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

**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 30(f) of the
Investment Company Act of 1940

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * Phillips Donald James II <small>(Last) (First) (Middle)</small> C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE <small>(Street)</small> CHICAGO, IL 60606 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol Morningstar, Inc. [MORN] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/26/2008</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Managing Director |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 6/26/2008 | | M | | 17500 | A | \$14.13 | 337102 | D | |
| Common Stock | | | | | | | | 32500 | I | By GRAT |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$70.95 | 336902 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.06 | 336702 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 100 | D | \$71.08 | 336602 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.10 | 336402 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 400 | D | \$71.11 | 336002 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.12 | 335802 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.15 | 335602 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 3 | D | \$71.16 | 335599 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 197 | D | \$71.17 | 335402 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 300 | D | \$71.22 | 335102 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.27 | 334902 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 100 | D | \$71.28 | 334802 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 100 | D | \$71.29 | 334702 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.31 | 334502 | D | |
| Common Stock | 6/26/2008 | | S (I) | | 200 | D | \$71.35 | 334302 | D | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 6/26/2008 | | S (1) | | 100 | D | \$71.36 | 334202 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 200 | D | \$71.37 | 334002 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 200 | D | \$71.47 | 333802 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 200 | D | \$71.48 | 333602 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 400 | D | \$71.49 | 333202 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 200 | D | \$71.51 | 333002 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 100 | D | \$71.53 | 332902 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 100 | D | \$71.54 | 332802 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 400 | D | \$71.56 | 332402 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 200 | D | \$71.61 | 332202 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 200 | D | \$71.62 | 332002 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 100 | D | \$71.64 | 331902 | D | |
| Common Stock | 6/26/2008 | | S (1) | | 19 | D | \$71.65 | 331883 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|-------|---|----------|---|-----------------|--|---|--|--|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Employee Stock Option (Right to Buy) | \$14.13 | 6/26/2008 | | M | | 17500 | (2) | 5/1/2010 | Common Stock | 17500 | \$0 | 435210 | D | |

Explanation of Responses:

- (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.

Remarks:

Form 1 of 3

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

6/27/2008

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.