

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: January 31, 2008
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">9/25/2006</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 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	9/25/2006		M		5000	A	\$2.77	204257	D	
Common Stock	9/25/2006		S	(1)	47	D	\$36.33	204210	D	
Common Stock	9/25/2006		S	(1)	140	D	\$36.34	204070	D	
Common Stock	9/25/2006		S	(1)	217	D	\$36.35	203853	D	
Common Stock	9/25/2006		S	(1)	94	D	\$36.36	203759	D	
Common Stock	9/25/2006		S	(1)	64	D	\$36.38	203695	D	
Common Stock	9/25/2006		S	(1)	94	D	\$36.40	203601	D	
Common Stock	9/25/2006		S	(1)	140	D	\$36.41	203461	D	
Common Stock	9/25/2006		S	(1)	47	D	\$36.42	203414	D	
Common Stock	9/25/2006		S	(1)	123	D	\$36.45	203291	D	
Common Stock	9/25/2006		S	(1)	234	D	\$36.46	203057	D	
Common Stock	9/25/2006		S	(1)	47	D	\$36.47	203010	D	
Common Stock	9/25/2006		S	(1)	187	D	\$36.48	202823	D	
Common Stock	9/25/2006		S	(1)	319	D	\$36.50	202504	D	
Common Stock	9/25/2006		S	(1)	158	D	\$36.51	202346	D	
Common Stock	9/25/2006		S	(1)	140	D	\$36.52	202206	D	
Common Stock	9/25/2006		S	(1)	46	D	\$36.525	202160	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	9/25/2006		S (1)		234	D	\$36.53	201926	D	
Common Stock	9/25/2006		S (1)		94	D	\$36.54	201832	D	
Common Stock	9/25/2006		S (1)		47	D	\$36.585	201785	D	
Common Stock	9/25/2006		S (1)		47	D	\$36.59	201738	D	
Common Stock	9/25/2006		S (1)		94	D	\$36.60	201644	D	
Common Stock	9/25/2006		S (1)		47	D	\$36.6033	201597	D	
Common Stock	9/25/2006		S (1)		47	D	\$36.6524	201550	D	
Common Stock	9/25/2006		S (1)		47	D	\$36.66	201503	D	
Common Stock	9/25/2006		S (1)		94	D	\$36.6624	201409	D	
Common Stock	9/25/2006		S (1)		94	D	\$36.67	201315	D	
Common Stock	9/25/2006		S (1)		47	D	\$36.6743	201268	D	
Common Stock	9/25/2006		S (1)		46	D	\$36.685	201222	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	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$2.77	9/25/2006		M		5000 (2)	(3)	(3)	2/15/2009	Common	5000	\$0	577310	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) Pursuant to the terms of a Deferred Compensation Agreement entered into between Morningstar, Inc. and the reporting person, upon the exercise of these options Morningstar, Inc. will pay to the reporting person \$2.69 per share in the form of cash.
- (3) The options became immediately exercisable on the grant date, February 15, 1999.

Remarks:

Form 1 of 2

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/ Rachel Felsenthal, by power of attorney

9/26/2006

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.