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
(C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE, CHICAGO, IL 60606)

2. Issuer Name and Ticker or Trading Symbol

Morningstar, Inc. [ MORN ]

3. Date of Earliest Transaction (MM/DD/YYYY)

8/14/2008

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer

X 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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>8/14/2008</td>
<td>M</td>
<td>15000</td>
<td>$14.13</td>
</tr>
<tr>
<td>Common Stock</td>
<td>32500</td>
<td>I</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/14/2008</td>
<td>S (1)</td>
<td>11886</td>
<td>$64.6555</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/14/2008</td>
<td>S (1)</td>
<td>3114</td>
<td>$65.0879</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Date</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>8/14/2008</td>
<td>M</td>
<td>15000</td>
<td>$14.13</td>
<td></td>
</tr>
</tbody>
</table>

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.


3. This transaction was executed in multiple trades at prices ranging from $63.95 to $64.95. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Morningstar or a shareholder of Morningstar full information regarding the number of shares and prices at which the transaction was effected.

4. This transaction was executed in multiple trades at prices ranging from $64.96 to $65.29. The price reported above reflects the weighted average purchase price.
average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Morningstar or a shareholder of Morningstar full information regarding the number of shares and prices at which the transaction was effected.

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phillips Donald James II</td>
<td>C/O MORNINGSTAR, INC.</td>
<td>Managing Director</td>
</tr>
<tr>
<td>225 WEST WACKER DRIVE</td>
<td>CHICAGO, IL 60606</td>
<td>X</td>
</tr>
</tbody>
</table>
  
Signatures

/s/ Heidi Miller, by power of attorney  
8/15/2008

** Signature of Reporting Person  
Date

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).


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.