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

Revenue:
[ ]

---

**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

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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)

3/24/2008

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

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5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- X Director  
- X Officer (give title below)  
- ___ 10% Owner  
- ___ Other (specify below)

Managing Director

6. Individual or Joint/Group Filing (Check Applicable Line)

- X 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 (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 500</td>
<td>$64.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 300</td>
<td>$64.03</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 200</td>
<td>$64.05</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 300</td>
<td>$64.08</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 200</td>
<td>$64.10</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 500</td>
<td>$64.15</td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/24/2008</td>
<td>S</td>
<td>(1) 300</td>
<td>$64.20</td>
</tr>
</tbody>
</table>

---

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount or Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$14.13</td>
<td>M</td>
<td>2500 (2)</td>
<td>5/1/2011</td>
</tr>
<tr>
<td>Common</td>
<td>2500</td>
<td>S0</td>
<td>637710</td>
<td>D</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.

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

Signatures

/s/ Heidi Miller, by power of attorney 3/25/2008

** 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.
POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joe Mansueto, Rita Bentzler, Scott Cooley, Heidi Miller, Peter Olson, Richard Robbins, and D. Scott Schilling, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Morningstar, Inc. (Morningstar), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder;

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any national quotation system, national securities exchange, stock exchange or similar authority; and

3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Morningstar assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Morningstar, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of March, 2008.

/s/ Don Phillips
Signature

Don Phillips
Print Name