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)
5/29/2008

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

4. If Amendment, Date Original Filed

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</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>5/29/2008</td>
<td>S (1)</td>
<td>1900</td>
<td>$72.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>5/29/2008</td>
<td>S (1)</td>
<td>100</td>
<td>$72.09</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 Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$14.13 $52710</td>
<td>5/29/2008</td>
<td>M</td>
<td>Common Stock 2000 $0</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.
Signatures

/s/ Heidi Miller, by power of attorney  5/30/2008

** 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.