1. Name and Address of Reporting Person *
Phillips Donald James II
C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET
CHICAGO, IL 60602

2. Issuer Name and Ticker or Trading Symbol
Morningstar, Inc. [ MORN ]

3. Date of Earliest Transaction (MM/DD/YYYY)
2/19/2009

4. If Amendment, Date Original Filed

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/19/2009</td>
<td>2500</td>
<td>$14.13</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/19/2009</td>
<td>32500</td>
<td>$33.2718 (1)</td>
</tr>
</tbody>
</table>

Explanation of Responses:
( 1) This transaction was executed in multiple trades at prices ranging from $32.92 to $33.52. 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.
( 2) 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 II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Date Exercisable</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>5/1/2010</td>
<td>Common Stock</td>
<td>$0</td>
</tr>
</tbody>
</table>

Employee Stock Option (Right to Buy) $14.13 2/19/2009 M 2500 (3) 5/1/2010 Common Stock 2500 $0 215846 D
Phillips Donald James II  
C/O MORNINGSTAR, INC.  
22 WEST WASHINGTON STREET  
CHICAGO, IL 60602

Managing Director

Signatures

/s/ Heidi Miller, by power of attorney  
2/23/2009

** 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.