

Phillips Donald James II
Form 4
June 27, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips Donald James II

(Last) (First) (Middle)
C/O MORNINGSTAR, INC., 225
WEST WACKER DRIVE
(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price		
Common Stock	06/26/2006		S(1)		146 D \$ 37.6871	D	
Common Stock	06/26/2006		S(1)		100 D \$ 37.69	D	
Common Stock	06/26/2006		S(1)		147 D \$ 37.6906	D	
Common Stock	06/26/2006		S(1)		47 D \$ 37.692	D	
Common Stock	06/26/2006		S(1)		147 D \$ 37.693	D	

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Common Stock	06/26/2006	<u>S(1)</u>	146	D	\$ 37.6959	205,545	D
Common Stock	06/26/2006	<u>S(1)</u>	334	D	\$ 37.7	205,211	D
Common Stock	06/26/2006	<u>S(1)</u>	47	D	\$ 37.71	205,164	D
Common Stock	06/26/2006	<u>S(1)</u>	100	D	\$ 37.72	205,064	D
Common Stock	06/26/2006	<u>S(1)</u>	94	D	\$ 37.7412	204,970	D
Common Stock	06/26/2006	<u>S(1)</u>	147	D	\$ 37.7466	204,823	D
Common Stock	06/26/2006	<u>S(1)</u>	57	D	\$ 37.75	204,766	D
Common Stock	06/26/2006	<u>S(1)</u>	47	D	\$ 37.77	204,719	D
Common Stock	06/26/2006	<u>S(1)</u>	94	D	\$ 37.78	204,625	D
Common Stock	06/26/2006	<u>S(1)</u>	46	D	\$ 37.79	204,579	D
Common Stock	06/26/2006	<u>S(1)</u>	147	D	\$ 37.8005	204,432	D
Common Stock	06/26/2006	<u>S(1)</u>	147	D	\$ 37.8075	204,285	D
Common Stock	06/26/2006	<u>S(1)</u>	146	D	\$ 37.8125	204,139	D
Common Stock	06/26/2006	<u>S(1)</u>	146	D	\$ 37.82	203,993	D
Common Stock	06/26/2006	<u>S(1)</u>	94	D	\$ 37.8282	203,899	D
Common Stock	06/26/2006	<u>S(1)</u>	47	D	\$ 37.86	203,852	D
Common Stock	06/26/2006	<u>S(1)</u>	93	D	\$ 37.87	203,759	D
Common Stock	06/26/2006	<u>S(1)</u>	104	D	\$ 37.89	203,655	D
Common Stock	06/26/2006	<u>S(1)</u>	188	D	\$ 37.9	203,467	D
Common Stock	06/26/2006	<u>S(1)</u>	147	D	\$ 37.9116	203,320	D
	06/26/2006	<u>S(1)</u>	43	D	\$ 37.92	203,277	D

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Common
Stock

Common Stock	06/26/2006	S ⁽¹⁾	47	D	\$ 37.9236	203,230	D
Common Stock	06/26/2006	S ⁽¹⁾	39	D	\$ 37.93	203,191	D
Common Stock	06/26/2006	S ⁽¹⁾	100	D	\$ 37.94	203,091	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

06/27/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (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.

Remarks:

Form 2 of 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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