Phillips Donald James II Form 4 March 03, 2008

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Morningstar, Inc. [MORN]

Symbol

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

Phillips Donald James II

1. Name and Address of Reporting Person *

			Wormingstar, Inc. [WORTV]			(Check all applicable)				
	,	(Month/Day/Y 02/28/2008						_X_ Director 10% Owned		
(Street) 4. If Amend Filed(Month/					_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO,							Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	emed on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	02/28/2008			S <u>(1)</u>	100	D	\$ 65.83	314,136	D	
Common Stock	02/28/2008			S <u>(1)</u>	400	D	\$ 65.86	313,736	D	
Common Stock	02/28/2008			S(1)	100	D	\$ 65.87	313,636	D	
Common Stock	02/28/2008			S <u>(1)</u>	200	D	\$ 65.88	313,436	D	
Common Stock	02/28/2008			S <u>(1)</u>	285	D	\$ 65.89	313,151	D	

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Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 65.9	313,051	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 65.91	312,951	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 65.92	312,851	D
Common Stock	02/28/2008	S <u>(1)</u>	200	D	\$ 65.93	312,651	D
Common Stock	02/28/2008	S <u>(1)</u>	200	D	\$ 65.94	312,451	D
Common Stock	02/28/2008	S <u>(1)</u>	300	D	\$ 65.97	312,151	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 65.98	312,051	D
Common Stock	02/28/2008	S <u>(1)</u>	315	D	\$ 66	311,736	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 66.01	311,636	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 66.05	311,536	D
Common Stock	02/28/2008	S <u>(1)</u>	300	D	\$ 66.07	311,236	D
Common Stock	02/28/2008	S <u>(1)</u>	200	D	\$ 66.08	311,036	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 66.09	310,936	D
Common Stock	02/28/2008	S <u>(1)</u>	86	D	\$ 66.11	310,850	D
Common Stock	02/28/2008	S <u>(1)</u>	14	D	\$ 66.16	310,836	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 66.18	310,736	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 66.21	310,636	D
Common Stock	02/28/2008	S <u>(1)</u>	100	D	\$ 66.22	310,536	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)

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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)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Amou or Title Numb of Share.	er	

Reporting Owners

Reporting Owner Name / Address	Relationships							
·L····	Director	10% Owner	Officer	Other				
Phillips Donald James II C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606	X		Managing Director					
Cianoturoo								

Signatures

/s/ Heidi Miller, by power of attorney 03/03/2008

**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 3 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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