

Phillips Donald James II  
 Form 4  
 October 11, 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)  
 10/10/2006

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/10/2006		M		10,000 A \$ 2.77	209,257	D
Common Stock	10/10/2006		S <sup>(1)</sup>		429 D \$ 40.45	208,828	D
Common Stock	10/10/2006		S <sup>(1)</sup>		143 D \$ 40.46	208,685	D
Common Stock	10/10/2006		S <sup>(1)</sup>		70 D \$ 40.47	208,615	D
Common Stock	10/10/2006		S <sup>(1)</sup>		143 D \$ 40.5	208,472	D

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Common Stock	10/10/2006	<u>S(1)</u>	214	D	\$ 40.52	208,258	D
Common Stock	10/10/2006	<u>S(1)</u>	71	D	\$ 40.53	208,187	D
Common Stock	10/10/2006	<u>S(1)</u>	286	D	\$ 40.54	207,901	D
Common Stock	10/10/2006	<u>S(1)</u>	214	D	\$ 40.55	207,687	D
Common Stock	10/10/2006	<u>S(1)</u>	429	D	\$ 40.56	207,258	D
Common Stock	10/10/2006	<u>S(1)</u>	214	D	\$ 40.57	207,044	D
Common Stock	10/10/2006	<u>S(1)</u>	143	D	\$ 40.58	206,901	D
Common Stock	10/10/2006	<u>S(1)</u>	286	D	\$ 40.59	206,615	D
Common Stock	10/10/2006	<u>S(1)</u>	686	D	\$ 40.6	205,929	D
Common Stock	10/10/2006	<u>S(1)</u>	430	D	\$ 40.61	205,499	D
Common Stock	10/10/2006	<u>S(1)</u>	686	D	\$ 40.62	204,813	D
Common Stock	10/10/2006	<u>S(1)</u>	286	D	\$ 40.63	204,527	D
Common Stock	10/10/2006	<u>S(1)</u>	214	D	\$ 40.64	204,313	D
Common Stock	10/10/2006	<u>S(1)</u>	571	D	\$ 40.65	203,742	D
Common Stock	10/10/2006	<u>S(1)</u>	286	D	\$ 40.66	203,456	D
Common Stock	10/10/2006	<u>S(1)</u>	286	D	\$ 40.67	203,170	D
Common Stock	10/10/2006	<u>S(1)</u>	143	D	\$ 40.69	203,027	D
Common Stock	10/10/2006	<u>S(1)</u>	214	D	\$ 40.7	202,813	D
Common Stock	10/10/2006	<u>S(1)</u>	1,357	D	\$ 40.71	201,456	D
Common Stock	10/10/2006	<u>S(1)</u>	571	D	\$ 40.72	200,885	D
	10/10/2006	<u>S(1)</u>	100	D		200,785	D

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Common Stock					\$			
					40.73			
Common Stock	10/10/2006		S <sup>(1)</sup>	171	D	\$	200,614	D
						40.74		
Common Stock	10/10/2006		S <sup>(1)</sup>	72	D	\$	200,542	D
						40.75		
Common Stock	10/10/2006		S <sup>(1)</sup>	357	D	\$	200,185	D
						40.76		

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.77	10/10/2006		M	10,000 (2)	(3)	02/15/2009	Common	10,000

## 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

10/11/2006

\_\_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.
  - (2) Pursuant to the terms of a Deferred Compensation Agreement entered into between Morningstar, Inc. and the reporting person, upon the exercise of these options Morningstar, Inc. will pay to the reporting person \$2.69 per share in the form of cash.
  - (3) The options became immediately exercisable on the grant date, February 15, 1999.

### Remarks:

Form 1 of 2

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