

Morningstar, Inc.
Form 4
September 26, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

09/25/2006

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 (A) or (D)	Price	
Common Stock	09/25/2006		S ⁽¹⁾	47	D	\$ 36.695 201,175	D
Common Stock	09/25/2006		S ⁽¹⁾	46	D	\$ 36.7139 201,129	D
Common Stock	09/25/2006		S ⁽¹⁾	140	D	\$ 36.72 200,989	D
Common Stock	09/25/2006		S ⁽¹⁾	47	D	\$ 36.75 200,942	D
Common Stock	09/25/2006		S ⁽¹⁾	140	D	\$ 36.76 200,802	D

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Common Stock	09/25/2006	<u>S(1)</u>	47	D	\$ 36.78	200,755	D
Common Stock	09/25/2006	<u>S(1)</u>	47	D	\$ 36.8	200,708	D
Common Stock	09/25/2006	<u>S(1)</u>	328	D	\$ 36.81	200,380	D
Common Stock	09/25/2006	<u>S(1)</u>	187	D	\$ 36.82	200,193	D
Common Stock	09/25/2006	<u>S(1)</u>	81	D	\$ 36.84	200,112	D
Common Stock	09/25/2006	<u>S(1)</u>	106	D	\$ 36.85	200,006	D
Common Stock	09/25/2006	<u>S(1)</u>	94	D	\$ 36.86	199,912	D
Common Stock	09/25/2006	<u>S(1)</u>	46	D	\$ 36.8742	199,866	D
Common Stock	09/25/2006	<u>S(1)</u>	140	D	\$ 36.8909	199,726	D
Common Stock	09/25/2006	<u>S(1)</u>	46	D	\$ 36.9	199,680	D
Common Stock	09/25/2006	<u>S(1)</u>	94	D	\$ 36.91	199,586	D
Common Stock	09/25/2006	<u>S(1)</u>	94	D	\$ 36.95	199,492	D
Common Stock	09/25/2006	<u>S(1)</u>	94	D	\$ 36.9557	199,398	D
Common Stock	09/25/2006	<u>S(1)</u>	94	D	\$ 36.97	199,304	D
Common Stock	09/25/2006	<u>S(1)</u>	47	D	\$ 36.9733	199,257	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

09/26/2006

__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 2

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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