

Robbins Richard E
 Form 4
 May 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Robbins Richard E

(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)
 05/02/2008

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)
 General Counsel and Secretary

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 | 05/02/2008 | | M | | 4,000 | A | | \$ 35.6056 (2) |
| Common Stock | 05/02/2008 | | S(3) | | 540 | D | | \$ 70 14,688 |
| Common Stock | 05/02/2008 | | S(3) | | 21 | D | | \$ 70.02 14,667 |
| Common Stock | 05/02/2008 | | S(3) | | 91 | D | | \$ 70.11 14,576 |
| Common Stock | 05/02/2008 | | S(3) | | 126 | D | | \$ 70.12 14,450 |

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| | | | | | | | |
|--------------|------------|-------------|-----|---|----------|--------|---|
| Common Stock | 05/02/2008 | <u>S(3)</u> | 63 | D | \$ 70.15 | 14,387 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 95 | D | \$ 70.16 | 14,292 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 53 | D | \$ 70.19 | 14,239 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 63 | D | \$ 70.21 | 14,176 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.23 | 14,155 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 148 | D | \$ 70.25 | 14,007 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 84 | D | \$ 70.26 | 13,923 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 105 | D | \$ 70.27 | 13,818 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 190 | D | \$ 70.28 | 13,628 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 168 | D | \$ 70.29 | 13,460 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 105 | D | \$ 70.3 | 13,355 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 42 | D | \$ 70.31 | 13,313 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 189 | D | \$ 70.32 | 13,124 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.33 | 13,103 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.34 | 13,082 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.35 | 13,061 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.37 | 13,040 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 126 | D | \$ 70.4 | 12,914 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.41 | 12,893 | D |
| Common Stock | 05/02/2008 | <u>S(3)</u> | 21 | D | \$ 70.44 | 12,872 | D |
| | 05/02/2008 | <u>S(3)</u> | 84 | D | \$ 70.45 | 12,788 | D |

| | | | | | | | |
|--------------|------------|------------------|-----|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 05/02/2008 | S ⁽³⁾ | 106 | D | \$ 70.46 | 12,682 | D |
| Common Stock | 05/02/2008 | S ⁽³⁾ | 42 | D | \$ 70.47 | 12,640 | D |
| Common Stock | 05/02/2008 | S ⁽³⁾ | 84 | D | \$ 70.48 | 12,556 | D |
| Common Stock | 05/02/2008 | S ⁽³⁾ | 106 | D | \$ 70.49 | 12,450 | D |

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

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.

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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) | 5. Number of Derivative Securities (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 35.6056 ⁽²⁾ | 05/02/2008 | | M | 4,000 | ⁽¹⁾ 09/15/2015 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robbins Richard E C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606 | | | General Counsel and Secretary | |

Signatures

Heidi T. Miller, by power of
attorney

05/05/2008

__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 options become exercisable in four equal installments on September 30, 2006, 2007, 2008, and 2009.
 - (2) The exercise price increases over the term of the option at a rate equal to the 10-year Treasury bond yield as of the date of grant (\$31.90).
 - (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2007.

Remarks:

Form 1 of 2

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