

Morningstar, Inc.
Form 4
April 17, 2008

FORM 4

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

OMB APPROVAL

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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 *
Cooley Richard Scott

(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)
04/16/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (A) or Price (D)		
Common Stock	04/16/2008		M		783 A \$ 2.77	6,042	D
Common Stock	04/16/2008		M		828 A \$ 2.77	6,870	D
Common Stock	04/16/2008		M		765 A \$ 10.98	7,635	D
Common Stock	04/16/2008		M		774 A \$ 10.98	8,409	D
Common Stock	04/16/2008		M		2,350 A \$ 14.13	10,759	D

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

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(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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.77	04/16/2008		M	783	<u>(1)</u> 06/30/2008	Common Stock	783
Employee Stock Option (Right to Buy)	\$ 2.77	04/16/2008		M	828	<u>(2)</u> 12/01/2008	Common Stock	828
Employee Stock Option (Right to Buy)	\$ 10.98	04/16/2008		M	765	<u>(3)</u> 06/30/2009	Common Stock	765
Employee Stock Option (Right to Buy)	\$ 10.98	04/16/2008		M	774	<u>(4)</u> 12/01/2009	Common Stock	774
Employee Stock Option (Right to Buy)	\$ 14.13	04/16/2008		M	2,350	<u>(5)</u> 05/01/2010	Common Stock	2,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooley Richard Scott C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606			Chief Financial Officer	

Signatures

/s/ Heidi Miller, by power of
attorney

04/17/2008

 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 became exercisable in five equal installments beginning on June 30, 1999, 2000, 2001, 2002, and 2003.
- (2) The options became exercisable in five equal installments beginning on December 1, 1999, 2000, 2001, 2002, and 2003.
- (3) The options became exercisable in five equal installments beginning on June 30, 2000, 2001, 2002, 2003, and 2004.
- (4) The options became exercisable in five equal installments beginning on December 1, 2000, 2001, 2002, 2003, and 2004.
- (5) The options became exercisable in four equal installments beginning on May 1, 2001, 2002, 2003, and 2004.

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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