

Morningstar, Inc.
Form 4
November 08, 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 *
Huang Tao

(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)
11/06/2006

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)

Chief Operating Officer

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	(D)	Price
Common Stock	11/06/2006		M		14,200	A	\$ 19.6912 (2)
Common Stock	11/06/2006		M		10,511	A	\$ 10.95
Common Stock	11/07/2006		M		6,989	A	\$ 10.95
Common Stock	11/07/2006		M		6,241	A	\$ 8.57
Common Stock	11/06/2006		S(1)		929	D	\$ 45

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Common Stock	11/06/2006	<u>S(1)</u>	1,264	D	\$ 45.01	76,628	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.0146	76,566	D
Common Stock	11/06/2006	<u>S(1)</u>	810	D	\$ 45.02	75,756	D
Common Stock	11/06/2006	<u>S(1)</u>	248	D	\$ 45.03	75,508	D
Common Stock	11/06/2006	<u>S(1)</u>	1,181	D	\$ 45.04	74,327	D
Common Stock	11/06/2006	<u>S(1)</u>	718	D	\$ 45.06	73,609	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.0653	73,547	D
Common Stock	11/06/2006	<u>S(1)</u>	742	D	\$ 45.07	72,805	D
Common Stock	11/06/2006	<u>S(1)</u>	991	D	\$ 45.08	71,814	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.0861	71,752	D
Common Stock	11/06/2006	<u>S(1)</u>	557	D	\$ 45.09	71,195	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.1	71,133	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.1047	71,071	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.1071	71,009	D
Common Stock	11/06/2006	<u>S(1)</u>	557	D	\$ 45.11	70,452	D
Common Stock	11/06/2006	<u>S(1)</u>	310	D	\$ 45.12	70,142	D
Common Stock	11/06/2006	<u>S(1)</u>	495	D	\$ 45.13	69,647	D
Common Stock	11/06/2006	<u>S(1)</u>	62	D	\$ 45.1371	69,585	D
Common Stock	11/06/2006	<u>S(1)</u>	1,176	D	\$ 45.14	68,409	D
Common Stock	11/06/2006	<u>S(1)</u>	867	D	\$ 45.15	67,542	D
	11/06/2006	<u>S(1)</u>	798	D	\$ 45.16	66,744	D

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Common
Stock

Common Stock	11/06/2006	S ⁽¹⁾	248	D	\$ 45.17	66,496	D
Common Stock	11/06/2006	S ⁽¹⁾	398	D	\$ 45.19	66,098	D
Common Stock	11/06/2006	S ⁽¹⁾	62	D	\$ 45.1973	66,036	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 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)	\$ 19.6912 ⁽²⁾	11/06/2006		M	14,200	⁽³⁾ 05/02/2015	Common Stock 14,200
Employee Stock Option (Right to Buy)	\$ 10.95	11/06/2006		M	10,511	⁽⁴⁾ 05/02/2012	Common Stock 10,511
Employee Stock Option (Right to Buy)	\$ 10.95	11/07/2006		M	6,989	⁽⁴⁾ 05/02/2012	Common Stock 6,989
Employee Stock Option	\$ 8.57	11/07/2006		M	6,241	⁽⁵⁾ 05/02/2015	Common Stock 6,241

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Huang Tao C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606			Chief Operating Officer	

Signatures

/s/ Rachel Felsenthal, by power of attorney

11/08/2006

__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 15, 2006.
 - (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 (\$18.50). On November 6, 2006, the exercise price was \$19.6912.
 - (3) The options become exercisable in four equal installments on May 2, 2006, 2007, 2008 and 2009.
 - (4) The options became exercisable in four equal installments on May 1, 2003, 2004, 2005 and 2006.
 - (5) The options become exercisable in four equal installments on May 1, 2004, 2005, 2006 and 2007.

Remarks:

Form 1 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.