

Morningstar, Inc.
Form 4
July 20, 2006

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 *
Williams David W

(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)

07/19/2006

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)

Managing Director, Design

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/19/2006		M		2,000	A	\$ 14.13	17,914	D	
Common Stock	07/19/2006		M		5,000	A	\$ 2	22,914	D	
Common Stock	07/19/2006		S ⁽²⁾		537	D	\$ 40	22,377	D	
Common Stock	07/19/2006		S ⁽²⁾		200	D	\$ 40.0395	22,177	D	
Common Stock	07/19/2006		S ⁽²⁾		100	D	\$ 40.08	22,077	D	

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Common Stock	07/19/2006	<u>S(2)</u>	84	D	\$ 40.09	21,993	D
Common Stock	07/19/2006	<u>S(2)</u>	16	D	\$ 40.12	21,977	D
Common Stock	07/19/2006	<u>S(2)</u>	200	D	\$ 40.1296	21,777	D
Common Stock	07/19/2006	<u>S(2)</u>	63	D	\$ 40.16	21,714	D
Common Stock	07/19/2006	<u>S(2)</u>	200	D	\$ 40.19	21,514	D
Common Stock	07/19/2006	<u>S(2)</u>	100	D	\$ 40.2	21,414	D
Common Stock	07/19/2006	<u>S(2)</u>	100	D	\$ 40.28	21,314	D
Common Stock	07/19/2006	<u>S(2)</u>	97	D	\$ 40.39	21,217	D
Common Stock	07/19/2006	<u>S(2)</u>	100	D	\$ 40.4	21,117	D
Common Stock	07/19/2006	<u>S(2)</u>	100	D	\$ 40.41	21,017	D
Common Stock	07/19/2006	<u>S(2)</u>	100	D	\$ 40.444	20,917	D
Common Stock	07/19/2006	<u>W(2)</u>	3	D	\$ 40.49	20,914	D

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 (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. Title and Amount of Derivative 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)	\$ 14.13	07/19/2006	M	2,000 <u>(2)</u>	<u>(1)</u>	03/17/2010	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 2	07/19/2006	M	5,000	<u>(3)</u>	12/31/2007	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams David W C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606			Managing Director, Design	

Signatures

/s/ Rachel Felsenthal, by power of attorney

07/20/2006

**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 options became exercisable in four equal installments on March 17, 2001, 2002, 2003 and 2004.
- (2) 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.
- (3) The options became exercisable in five equal installments on December 31, 1998, 1999, 2000, 2001 and 2002.

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.