

# MORNINGSTAR, INC.

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/12/2006 For Period Ending 12/11/2006

Address	225 WEST WACKER DRIVE CHICAGO, Illinois 60606
Telephone	(312) 696-6000
CIK	0001289419
Industry	Computer Services
Sector	Technology
Fiscal Year	12/31

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>NOONAN JACK</b> <small>(Last) (First) (Middle)</small>  <b>C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE</b> <small>(Street)</small>  <b>CHICAGO, IL 60606</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Morningstar, Inc. [ MORN ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/11/2006</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/11/2006		M		4000	A	\$2.00	6473	D	
Common Stock	12/11/2006		S (2)		99	D	\$44.76	6374	D	
Common Stock	12/11/2006		S (2)		129	D	\$44.77	6245	D	
Common Stock	12/11/2006		S (2)		143	D	\$44.78	6102	D	
Common Stock	12/11/2006		S (2)		200	D	\$44.79	5902	D	
Common Stock	12/11/2006		S (2)		257	D	\$44.80	5645	D	
Common Stock	12/11/2006		S (2)		29	D	\$44.81	5616	D	
Common Stock	12/11/2006		S (2)		171	D	\$44.82	5445	D	
Common Stock	12/11/2006		S (2)		200	D	\$44.83	5245	D	
Common Stock	12/11/2006		S (2)		1	D	\$44.85	5244	D	
Common Stock	12/11/2006		S (2)		57	D	\$44.86	5187	D	
Common Stock	12/11/2006		S (2)		29	D	\$44.87	5158	D	
Common Stock	12/11/2006		S (2)		86	D	\$44.89	5072	D	
Common Stock	12/11/2006		S (2)		229	D	\$44.90	4843	D	
Common Stock	12/11/2006		S (2)		148	D	\$44.91	4695	D	
Common Stock	12/11/2006		S (2)		235	D	\$44.92	4460	D	
Common Stock	12/11/2006		S (2)		86	D	\$44.93	4374	D	

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1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/11/2006		S (2)		277	D	\$44.94	4097	D	
Common Stock	12/11/2006		S (2)		114	D	\$44.95	3983	D	
Common Stock	12/11/2006		S (2)		57	D	\$44.96	3926	D	
Common Stock	12/11/2006		S (2)		2	D	\$44.97	3924	D	
Common Stock	12/11/2006		S (2)		57	D	\$44.99	3867	D	
Common Stock	12/11/2006		S (2)		58	D	\$45.00	3809	D	
Common Stock	12/11/2006		S (2)		136	D	\$45.01	3673	D	
Common Stock	12/11/2006		S (2)		114	D	\$45.02	3559	D	
Common Stock	12/11/2006		S (2)		57	D	\$45.03	3502	D	
Common Stock	12/11/2006		S (2)		29	D	\$45.04	3473	D	
Common Stock	12/11/2006		S (2)		29	D	\$45.06	3444	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)				6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$2.00	12/11/2006		M			4000	(1)	1/9/2008	Common	4000	\$0	48000	D	

**Explanation of Responses:**

- (1) The options became exercisable in three equal installments on January 9, 1999, 2000 and 2001.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 22, 2006.

**Remarks:**

Form 1 of 2

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>NOONAN JACK C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606</b>	<b>X</b>			

**Signatures**

/s/ Rachel Felsenthal, by power of attorney

12/12/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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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