**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

1. **Name and Address of Reporting Person**
   Huang Tao  
   (Last) (First) (Middle)  
   C/O MORNINGSTAR, INC., 22 WEST WASHINGTON STREET  
   CHICAGO, IL 60602

2. **Issuer Name and Ticker or Trading Symbol**  
   Morningstar, Inc. [ MORN ]

3. **Date of Earliest Transaction** (MM/DD/YYYY)  
   12/13/2010

4. **If Amendment, Date Original Filed** (MM/DD/YYYY)  
   12/13/2010

5. **Individual or Joint/Group Filing** (Check Applicable Line)  
   _X_ Form filed by One Reporting Person  
   ___ Form filed by More than One Reporting Person

6. **Relationship of Reporting Person(s) to Issuer** (Check all applicable)  
   ____ Director  
   ____ 10% Owner  
   _X_ Officer (give title below)  
   __ Other (specify below)  
   **Chief Operating Officer**

7. **Title of Security**  
   Employee Stock Option (Right to Buy)

8. **Deemed Execution Date, if any**  
   12/13/2010

9. **Securities Acquired (A) or Disposed of (D)** (Instr. 3, 4 and 5)  
   M 1000 A $23.3012 (3)

10. **Amount of Securities Beneficially Owned Following Reported Transaction(s)** (Instr. 3 and 4)  
    477051 D

11. **Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)**  
    D

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Sec. Acquired/Disposed</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/13/2010</td>
<td></td>
<td>M</td>
<td>1000</td>
<td>$23.3012</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/14/2010</td>
<td></td>
<td>M</td>
<td>1000</td>
<td>$23.3038</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/14/2010</td>
<td></td>
<td>S</td>
<td>1000</td>
<td>$52.51</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Derivative Securities Acquired/Disposed</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$23.3012 (3)</td>
<td>12/13/2010</td>
<td></td>
<td>M 1000</td>
<td>12097</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (Right to Buy)</td>
<td>$23.3038 (4)</td>
<td>12/14/2010</td>
<td></td>
<td>M 1000</td>
<td>11097</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(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 3, 2010.


(3) 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 December 13, 2010, the exercise price was $23.3012.
(4) 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 December 14, 2010, the exercise price was $23.3038.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Huang Tao</td>
<td>Director</td>
</tr>
<tr>
<td>C/O MORNINGSTAR, INC.</td>
<td>10% Owner</td>
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<tr>
<td>22 WEST WASHINGTON STREET</td>
<td>Officer</td>
</tr>
<tr>
<td>CHICAGO, IL 60602</td>
<td>Chief Operating Officer</td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Heidi Miller, by power of attorney 12/15/2010

**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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.