**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

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 *

   **Williams David W**
   
   (Last) (First) (Middle)
   
   C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE
   
   CHICAGO, IL 60606

2. Issuer Name and Ticker or Trading Symbol

   **Morningstar, Inc. [ MORN ]**

3. Date of Earliest Transaction (MM/DD/YYYY)

   7/11/2007

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

   _X_ Director
   _____ 10% Owner
   ____ 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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>7/11/2007</td>
<td>M</td>
<td>700</td>
<td>$8.57</td>
</tr>
<tr>
<td>Common Stock</td>
<td>7/11/2007</td>
<td>S</td>
<td>700</td>
<td>$46.50</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Exercisable Date</th>
<th>Expiration Date</th>
<th>Title of Underlying Security</th>
<th>Amount of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option</td>
<td>$8.57</td>
<td>7/9/2007</td>
<td>M</td>
<td>700</td>
<td>(2)</td>
<td>5/1/2013</td>
<td>Common Stock</td>
<td>700</td>
<td>$0</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 March 21, 2007.


**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Williams David W</td>
<td>Director</td>
</tr>
<tr>
<td>C/O MORNINGSTAR, INC.</td>
<td>10% Owner</td>
</tr>
<tr>
<td>225 WEST WACKER DRIVE</td>
<td>Officer</td>
</tr>
<tr>
<td>CHICAGO, IL 60606</td>
<td>Managing Director, Design</td>
</tr>
</tbody>
</table>
Signatures

/s/ Richard Robbins, by power of attorney  7/12/2007

** 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.