

# 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**

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2008  
Estimated average burden hours per response... 0.5

**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>Huang Tao</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>12/26/2006</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Operating Officer</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
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	12/26/2006		M		1143	A	\$2.00	42023	D	
Common Stock	12/26/2006		M		855	A	\$2.77	42878	D	
Common Stock	12/26/2006		M		1710	A	\$2.77	44588	D	
Common Stock	12/26/2006		M		1521	A	\$2.77	46109	D	
Common Stock	12/26/2006		M		3042	A	\$2.77	49151	D	
Common Stock	12/26/2006		M		64500	A	\$2.77	113651	D	
Common Stock	12/26/2006		M		2523	A	\$10.98	116174	D	
Common Stock	12/26/2006		M		5106	A	\$10.98	121280	D	
Common Stock	12/26/2006		M		2082	A	\$10.98	123362	D	
Common Stock	12/26/2006		M		4164	A	\$10.98	127526	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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	\$2.00	12/26/2006		M		1143		(I)	6/30/2007	Common	1143	\$0	0	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				
Buy)										Stock					
Employee Stock Option (Right to Buy)	\$2.77	12/26/2006		M			855	(2)	6/30/2008	Common Stock	855	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.77	12/26/2006		M			1710	(2)	6/30/2008	Common Stock	1710	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.77	12/26/2006		M			1521	(3)	12/1/2008	Common Stock	1521	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.77	12/26/2006		M			3042	(3)	12/1/2008	Common Stock	3042	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.77	12/26/2006		M			64500	(4)	1/1/2009	Common Stock	64500	\$0	0	D	
Employee Stock Option (Right to Buy)	\$10.98	12/26/2006		M			2523	(5)	6/30/2009	Common Stock	2523	\$0	0	D	
Employee Stock Option (Right to Buy)	\$10.98	12/26/2006		M			5106	(5)	6/30/2009	Common Stock	5106	\$0	0	D	
Employee Stock Option (Right to Buy)	\$10.98	12/26/2006		M			2082	(6)	12/1/2009	Common Stock	2082	\$0	0	D	
Employee Stock Option (Right to Buy)	\$10.98	12/26/2006		M			4164	(6)	12/1/2009	Common Stock	4164	\$0	0	D	

**Explanation of Responses:**

- (1) The options became exercisable in five equal installments on June 30, 1998, 1999, 2000, 2001 and 2002.
- (2) The options became exercisable in five equal installments on June 30, 1999, 2000, 2001, 2002 and 2003.
- (3) The options became exercisable in five equal installments on December 1, 1999, 2000, 2001, 2002 and 2003.
- (4) The options became exercisable in five equal installments on January 1, 2000, 2001, 2002, 2003 and 2004.
- (5) The options became exercisable in five equal installments on June 30, 2000, 2001, 2002, 2003 and 2004.
- (6) The options became exercisable in five equal installments on December 1, 2000, 2001, 2002, 2003 and 2004.

**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

12/27/2006

\*\* 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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