

# 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>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>10/10/2006</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>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	10/10/2006		M		4000	A	\$2.00	6473	D	
Common Stock	10/10/2006		S	(2)	171	D	\$40.45	6302	D	
Common Stock	10/10/2006		S	(2)	57	D	\$40.46	6245	D	
Common Stock	10/10/2006		S	(2)	28	D	\$40.47	6217	D	
Common Stock	10/10/2006		S	(2)	57	D	\$40.50	6160	D	
Common Stock	10/10/2006		S	(2)	86	D	\$40.52	6074	D	
Common Stock	10/10/2006		S	(2)	29	D	\$40.53	6045	D	
Common Stock	10/10/2006		S	(2)	114	D	\$40.54	5931	D	
Common Stock	10/10/2006		S	(2)	86	D	\$40.55	5845	D	
Common Stock	10/10/2006		S	(2)	171	D	\$40.56	5674	D	
Common Stock	10/10/2006		S	(2)	86	D	\$40.57	5588	D	
Common Stock	10/10/2006		S	(2)	57	D	\$40.58	5531	D	
Common Stock	10/10/2006		S	(2)	114	D	\$40.59	5417	D	
Common Stock	10/10/2006		S	(2)	274	D	\$40.60	5143	D	
Common Stock	10/10/2006		S	(2)	172	D	\$40.61	4971	D	
Common Stock	10/10/2006		S	(2)	274	D	\$40.62	4697	D	
Common Stock	10/10/2006		S	(2)	114	D	\$40.63	4583	D	

**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	10/10/2006		S (2)		86	D	\$40.64	4497	D	
Common Stock	10/10/2006		S (2)		229	D	\$40.65	4268	D	
Common Stock	10/10/2006		S (2)		114	D	\$40.66	4154	D	
Common Stock	10/10/2006		S (2)		114	D	\$40.67	4040	D	
Common Stock	10/10/2006		S (2)		57	D	\$40.69	3983	D	
Common Stock	10/10/2006		S (2)		86	D	\$40.70	3897	D	
Common Stock	10/10/2006		S (2)		543	D	\$40.71	3354	D	
Common Stock	10/10/2006		S (2)		229	D	\$40.72	3125	D	
Common Stock	10/10/2006		S (2)		40	D	\$40.73	3085	D	
Common Stock	10/10/2006		S (2)		69	D	\$40.74	3016	D	
Common Stock	10/10/2006		S (2)		28	D	\$40.75	2988	D	
Common Stock	10/10/2006		S (2)		143	D	\$40.76	2845	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				
Employee Stock Option (Right to Buy)	\$2.00	10/10/2006		M		4000	(1)	1/9/2008	Common	4000	\$0	56000	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, Exhibit 24 Power of Attorney

**Reporting Owners**

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

**Signatures**

/s/ Rachel Felsenthal, by power of attorney

10/11/2006

\*\* 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.

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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Joe Mansueto, Martha Dustin Boudos, Rachel Felsenthal, Heidi Miller, Richard Robbins, and D. Scott Schilling, signing singly, the undersigneds true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigneds capacity as an officer and/or director of Morningstar, Inc. (Morningstar), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any national quotation system, national securities exchange, stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in- fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is Morningstar assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by Morningstar, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of May, 2006.

*/s/ Jack Noonan*  
*Signature*

*Jack Noonan*  
*Print Name*