

Williams David W
Form 4
October 10, 2006

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams David W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MORNINGSTAR, INC., 225
WEST WACKER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Managing Director, Design

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	10/09/2006		M	500 A \$ 14.13	21,414	D	
Common Stock	10/09/2006		M	13,250 A \$ 14.13	34,664	D	
Common Stock	10/09/2006		S ⁽³⁾	4,650 D \$ 40	30,014	D	
Common Stock	10/09/2006		S ⁽³⁾	200 D \$ 40.01	29,814	D	
Common Stock	10/09/2006		S ⁽³⁾	300 D \$ 40.03	29,514	D	

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Common Stock	10/09/2006	<u>S(3)</u>	100	D	\$ 40.05	29,414	D
Common Stock	10/09/2006	<u>S(3)</u>	100	D	\$ 40.06	29,314	D
Common Stock	10/09/2006	<u>S(3)</u>	200	D	\$ 40.07	29,114	D
Common Stock	10/09/2006	<u>S(3)</u>	300	D	\$ 40.08	28,814	D
Common Stock	10/09/2006	<u>S(3)</u>	100	D	\$ 40.09	28,714	D
Common Stock	10/09/2006	<u>S(3)</u>	700	D	\$ 40.1	28,014	D
Common Stock	10/09/2006	<u>S(3)</u>	1,011	D	\$ 40.11	27,003	D
Common Stock	10/09/2006	<u>S(3)</u>	300	D	\$ 40.13	26,703	D
Common Stock	10/09/2006	<u>S(3)</u>	300	D	\$ 40.14	26,403	D
Common Stock	10/09/2006	<u>S(3)</u>	253	D	\$ 40.15	26,150	D
Common Stock	10/09/2006	<u>S(3)</u>	300	D	\$ 40.16	25,850	D
Common Stock	10/09/2006	<u>S(3)</u>	591	D	\$ 40.17	25,259	D
Common Stock	10/09/2006	<u>S(3)</u>	1,537	D	\$ 40.18	23,722	D
Common Stock	10/09/2006	<u>S(3)</u>	980	D	\$ 40.19	22,742	D
Common Stock	10/09/2006	<u>S(3)</u>	384	D	\$ 40.2	22,358	D
Common Stock	10/09/2006	<u>S(3)</u>	472	D	\$ 40.21	21,886	D
Common Stock	10/09/2006	<u>S(3)</u>	681	D	\$ 40.22	21,205	D
Common Stock	10/09/2006	<u>S(3)</u>	4	D	\$ 40.23	21,201	D
Common Stock	10/09/2006	<u>S(3)</u>	87	D	\$ 40.25	21,114	D
Common Stock	10/09/2006	<u>S(3)</u>	100	D	\$ 40.27	21,014	D
	10/09/2006	<u>S(3)</u>	100	D		20,914	D

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Common Stock \$ 40.28

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.13	10/09/2006		M	500	<u>(1)</u> 03/17/2010	' 500	\$ 0	
Employee Stock Option (Right to Buy)	\$ 14.13	10/09/2006		M	13,250	<u>(2)</u> 05/01/2010	' 13,250	\$ 0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams David W C/O MORNINGSTAR, INC. 225 WEST WACKER DRIVE CHICAGO, IL 60606			Managing Director, Design	

Signatures

/s/ Rachel Felsenthal, by power of attorney 10/10/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The options became exercisable in four equal installments on March 17, 2001, 2002, 2003 and 2004.

(2) The options became exercisable in four equal installments on May 1, 2001, 2002, 2003 and 2004.

(3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 9, 2006.

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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