

Morningstar, Inc.  
Form 4/A  
July 26, 2007

**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

(Last) (First) (Middle)

C/O MORNINGSTAR, INC., 225 WEST WACKER DRIVE

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
07/13/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
07/17/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Managing Director, Design

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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**

| 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 07/13/2007                           |  | M                              | A   | \$ 8.57   | 25,732   | D   |
| Common Stock                    | 07/13/2007                           |  | M                              | A   | \$ 20.2483<br>(4) (6)   | 26,168   | D   |
| Common Stock                    | 07/13/2007                           |  | S <sup>(1)</sup>               | D   | \$ 47.73  | 25,468   | D   |
| Common Stock                    | 07/16/2007                           |  | M                              | A   | \$ 20.2552<br>(5) (6)   | 26,168   | D   |
|                                 | 07/16/2007                           |  | S <sup>(1)</sup>               | D   | \$ 47.79  | 26,044   | D   |

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|              |            |                  |     |   |          |        |   |
|--------------|------------|------------------|-----|---|----------|--------|---|
| Common Stock |            |                  |     |   |          |        |   |
| Common Stock | 07/16/2007 | S <sup>(1)</sup> | 82  | D | \$ 47.81 | 25,962 | D |
| Common Stock | 07/16/2007 | S <sup>(1)</sup> | 206 | D | \$ 47.83 | 25,756 | D |
| Common Stock | 07/16/2007 | S <sup>(1)</sup> | 206 | D | \$ 48.35 | 25,550 | D |
| Common Stock | 07/16/2007 | S <sup>(1)</sup> | 82  | D | \$ 48.38 | 25,468 | D |

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

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(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. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 8.57  | 07/13/2007                           |  | M                              | 264   | <u>(2)</u> 05/01/2013                                    | Common Stock  | 264                           |                            |
| Employee Stock Option (Right to Buy)       | \$ 20.2483<br><u>(4)</u> <u>(6)</u>                    | 07/13/2007                           |  | M                              | 436   | <u>(3)</u> 05/02/2015                                    | Common Stock  | 436                           |                            |
| Employee Stock Option (Right to Buy)       | \$ 20.2552<br><u>(5)</u> <u>(6)</u>                    | 07/16/2007                           |  | M                              | 700   | <u>(3)</u> 05/02/2015                                    | Common Stock  | 700                           |                            |

Buy)

## Reporting Owners

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

## Signatures

/s/ D. Scott Schilling, by power of attorney  
07/26/2007

\_\_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 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.
- (2) The options became exercisable in four equal installments on May 1, 2004, 2005, 2006, and 2007.
- (3) The options became exercisable in four equal installments on May 2, 2006, 2007, 2008, and 2009.
- (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 July 13, 2007, the exercise price was \$20.2483.
- (5) 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 July 16, 2007, the exercise price was \$20.2552.
- (6) This amendment is being filed to adjust the exercise price of the option. The exercise price was inadvertently listed as the initial grant price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.