MIDDLEBY CORP

Form 4

December 07, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and A BASSOUL	ddress of Report SELIM A	ting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	MIDDLEBY CORP [MIDD] 3. Date of Earliest Transaction	(Check all applicable)			
C/O THE M CORPORAT		3	(Month/Day/Year) 12/05/2007	_X Director 10% Owner S Officer (give title Other (specify below) CEO, Chairman, President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			

ELGIN, IL 60120

Form filed by More than One Reporting

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acquir	ed, Disposed of,	or Beneficiall	y 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 Acquor Disposed of (Instr. 3, 4 and 5) (A) or Amount (D)		(D)	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)
common stock	12/05/2007		S(2)	30,000 (2)	D	\$ 72.4309 (1)	731,000	D	
Common stock	12/06/2007		S(2)	30,000 (2)	D	\$ 71.6596 (1)	701,000	D	
Common Stock	12/07/2007(2)		S(2)	6,000 (2)	D	\$ 71.9413	695,000	D	
Common	12/07/2007		$M_{(3)}^{(3)}$	66,000	A	\$ 9.235	761,000	D	

(3) (3) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	Sec Acc or I (D) (Ins	5. Number of inDerivative 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)	
				Code V	' (A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to buy	\$ 9.235	12/07/2007		M(3)		66,0		10/23/2003	10/23/2013	Common Stock	66,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
BASSOUL SELIM A C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120	X		CEO, Chairman, President				

Signatures

Person

Martin M. 12/07/2007 Lindsay POA **Signature of Reporting 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) Avg price
- (2) Shares sold pursuant to existing 10b5-1 plan as previously filed with the SEC
- Transaction the result of an option exercise that was granted on October 23,2003 at a split adjusted price of \$9.235 and expiration of October 23, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: MIDDLEBY CORP - Form 4

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.