MIDDLEBY CORP

Form 4

September 08, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person ** FITZGERALD TIMOTHY JOHN			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)			
(Last)	(1 1131)	(Middle)	(Month/Day/Year)	Director 10% Owner			
C/O MIDDLEBY			09/06/2005	_X_ Officer (give title Other (specif			
CORPORAT	TION, 1400			below) below) Chief Financial Officer			
TOASTMAS	STER DRIV	Е		Cilici i manetai Officei			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
ELGIN, IL 60120				Form filed by More than One Reporting			

(City)	(State)	Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.			cquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		omr Dispos		` '	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or	.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	· ·		
C				4.000		\$			
Common	09/06/2005		$S_{(1)}$	4,000	D	66.3861	77,835	D	
Stock				(1)		(2)	,		
						<u>`</u>			

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

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FITZGERALD TIMOTHY JOHN C/O MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120

Chief Financial Officer

Signatures

Timothy 09/08/2005 Fitzgerald

**Signature of Date Reporting Person

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) Sales made pursuant to the filing person's 10b5-1 trading plan as disclosed on The Middleby Corporation's Current Report on Form 8k filed June 14, 2005.
- (2) Average sales 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.

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