YOHE ROBERT L Form 4

February 23, 2006

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading YOHE ROBERT L Issuer Symbol MIDDLEBY CORP [MIDD] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 4430 PLUMAGE COURT 02/21/2006 below) (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

BONITA SPRINGS, FL 34134

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 2,000 $G^{(1)}$ 02/21/2006 D 35,000 D (1) 94.98 Stock

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

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.

SEC 1474

(9-02)

Person

Form filed by More than One Reporting

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. | 6. Date Exerc Expiration Da | | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|--------------------|---------|--------------------------------|--------------------|---|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (i.i.dia. Dayi Teal) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/) e | | Underlying Securities (Instr. 3 and 4 | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title Amoun or Numbe of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Keiauonsnips | | | | | | |
|--------------------------------|--------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| YOHE ROBERT L | | | | | | | |

YOHE ROBERT L
4430 PLUMAGE COURT X
BONITA SPRINGS, FL 34134

Signatures

Martin M. 02/23/2006 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).

Deletionshin

(1) Transaction represents a bona fide gift to a qualifying charity

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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