

MIDDLEBY CORP  
Form 4/A  
March 15, 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 \*  
DOLORI PHIL DR

(Last) (First) (Middle)

C/O MIDDLEBY CORPORATION, 1400 TOASTMASTER DRIVE

(Street)

ELGIN, IL 60120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MIDDLEBY CORP [MIDD]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/12/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Group President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 03/08/2007 <sup>(2)</sup>            |  | A <sup>(1)(2)</sup>            |   | 15,000<br><u>(1)</u> <u>(2)</u>   | A  |   |
|                                 |                                      |  |                                |   | \$ 0<br><u>(1)</u> <u>(2)</u>   |  |   |
|                                 |                                      |  |                                |   | 31,687 <u>(2)</u>   | D  |   |

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)

**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. 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) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| DOLORI PHIL DR<br>C/O MIDDLEBY CORPORATION<br>1400 TOASTMASTER DRIVE<br>ELGIN, IL 60120 |               |           | Group President |       |

## Signatures

Phil Dei Dolori                      03/15/2007  
 \_\_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).
- On March 8, 2007 15,000 shares of restricted stock were granted to the reporting person. The grant vests in five equal installments as follows: After Jan 1, 2008, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$125/ share between Jan 1 2008 and Jan 1 2010. After Jan 1, 2009, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share
- (1) between Jan 1 2009 and Jan 1 2011. After January 1, 2010, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$155/ share between Jan 1 2010 and Jan 1 2012. After Jan 1, 2011, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$175/ share between Jan 1 2011 and Jan 1 2013. After Jan 1, 2012, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$200/ share between Jan 1 2012 and Jan 1 2014.
  - (2) Transaction date was erroneously reported as March 9, 2007 on the reporting person's original Form 4. The transaction was effected on March 8, 2007

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.