MIDDLEBY CORP

Form 4 April 11, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DOLORI PHIL DR

(First)

2. Issuer Name and Ticker or Trading Symbol

MIDDLEBY CORP [MIDD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Group President

below)

below)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director

10% Owner

Other (specify

C/O MIDDLEBY CORPORATION, 1400

TOASTMASTER DRIVE

(Street)

(State)

04/05/2007

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

04/05/2007

X Form filed by One Reporting Person Form filed by More than One Reporting

Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

ELGIN, IL 60120

(City)

common

stock

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount

(1)

Price (D)

(Instr. 3 and 4)

5,000

 $M^{(1)}$

A (1) 37,687

D

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

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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. Transactic Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
option to buy $\frac{(1)}{}$	\$ 18.47	04/05/2007		M(1)	5,000 (1)	10/23/2003	10/23/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DOLORI PHIL DR C/O MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120

Group President

Signatures

Martin M. Lindsay POA 04/11/2007

**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) Reporting person was granted 30,000 Middleby Corporation stock options on October 23, 2003 with an expiration date of October 23, 2013. The grant price of \$18.47 was the closing fair market value of Middleby Corporation common stock on the date of grant.

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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