Edgar Filing: MIDDLEBY CORP - Form 4

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Form 4										
May 07, 2007 FORM Check this if no longe subject to Section 16	4 UNITED S	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average	
Section 16.SECURTIESburden hours per responseForm 4 orForm 5Filed 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 1940Section 17(a)1(b).Section 17(a)Section 17(a)							•			
(Print or Type R	esponses)									
PUTNAM PHILIP G Symbol			er Name and Ticker or Trading LEBY CORP [MIDD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
1400 TOASTMASTER DR(Month/Da 05/03/20(Street)4. If Amen			 B. Date of Earliest Transaction Month/Day/Year) D5/03/2007 If Amendment, Date Original Filed(Month/Day/Year) 				X_ Director 10% Owner Officer (give title Other (specify below) below)			
							 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
ELGIN, IL 6	0120						Person	viore than One Ro	eporung	
(City)	(State) (Zip) Tabl	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o of (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	05/03/2007 <u>(1)</u>		A <u>(1)</u>	1,500 (1)	A	\$ 0 (1)	7,500 (1)	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.

 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	a 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	5		(Instr. 3 and	d 4)	Owne
	Security				Acquired					Follo
	2				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					ì
					4, and 5)					
						D.	т · .·	T . 1		
				Code V	(A) (D)		•	Title Amo	ount	
						Exercisable	Date	or		
								Nun	nber	
								of		
								Shar	res	

Reporting Owners

Reporting Owner Name / Addres	S	Relationships						
Treporting of the Trainer Trainer	Director	10% Owner	Officer	Other				
PUTNAM PHILIP G 1400 TOASTMASTER DR ELGIN, IL 60120	Х							
Signatures								
Martin M. Lindsay POA	05/07/2007	7						
**Signature of Reporting Person	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).

On May 3, 2007 1,500 shares of restricted stock were granted to the reporting person. The grant vests in three equal installments as follows: - After January 1, 2008, 1/3rd vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share. - After (1) January 1, 2009, 1/3rd vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share. - After January 1, 2010, 1/3rd vests if the 30 day avg price of Middleby common stock is greater or equal to \$155/ share.

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.