Brewer David Form 5 February 12, 2010

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **Brewer David** Symbol MIDDLEBY CORP [MIDD] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner X _ Officer (give title Other (specify 12/29/2009 below) below) 1400 TOASTMASTER DRIVE Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ELGON, ILÂ 60120 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (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) Transaction (A) or Disposed of Securities Form: Direct Indirect Execution Date, if (Instr. 3) Code (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) Fiscal Year (A) (Instr. 3 and or 4) Price Amount (D) Common Â Â Â Â Â Â 3 Â D Stock \$0 Common 10,000 Â Â 01/31/2008 10,000 D A4 (2) (3) Stock \$0 Common 10,000

Â

Â

A4

 $D4^{(5)(6)}$

(4)

4,000

(5)(6)

02/13/2008

12/29/2009

Stock

Stock

Common

Â

Â

20,000

16,000

(2)

\$0

(2)

D

D

D

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Common Stock	12/29/2009	Â	D4(5)(7)	4,000 (5) (7)	D	\$ 0 (2)	12,000	D	Â
Common Stock	12/29/2009	Â	A4	8,000	A	\$ 0 (2)	20,000	D	Â

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)

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)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Othe				
Brewer David 1400 TOASTMASTER DRIVE ELGON, IL 60120	Â	Â	Chief Operating Officer	Â				

Signatures

Martin M.
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).
- (1) The Reporting Person owned zero shares of common stock on May 17, 2007, the date on which the Reporting Person became an officer of The Middleby Corporation (the "Company").
- (2) N/A

(3)

Reporting Owners 2

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On January 28, 2008, the Reporting Person was awarded a Performance Stock award of 10,000 shares of restricted stock. Beginning January 1, 2009 the grant vests in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015.

On February 13, 2008, the Reporting Person was awarded a Performance Stock award of 10,000 shares of restricted stock. Beginning January 1, 2009 the grant vests in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015.

- On December 29, 2009, the Board of Directors of the Company approved the cancellation of the unvested portion of Performance Stock (5) first eligible to vest at specified common stock prices of the Company on January 1, 2009 and January 1, 2010 pursuant to Restricted Stock Agreements with the Reporting Person.
 - The cancelled shares relate to a portion of the Performance Stock award granted to the Reporting Person for a total of 10,000 shares on January 28, 2008. The Performance Stock was scheduled to vest in five equal installments if the 30 day average closing price of Common
- (6) Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015. The cancelled shares relate to the portions of the award that were first eligible to vest on January 1, 2009 and January 1, 2010.
- The cancelled shares relate to a portion of the Performance Stock award granted to the Reporting Person for a total of 10,000 shares on February 13, 2008. The Performance Stock was scheduled to vest in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015. The cancelled shares relate to the portions of the award that were

first eligible to vest on January 1, 2009 and January 1, 2010.

- On December 29, 2009, the Reporting Person was awarded a Performance Stock award of 8,000 shares of restricted stock, which vests in two equal tranches, each subject to performance and time-based vesting requirements. Tranche 1 vests on March 15, 2011 if the Company has achieved a Return on Equity (as defined in the award agreement) of 10% for the fiscal 2010 period. Tranche 2 vests on January 1,
- (8) 2012 (as measured on March 10, 2011) if the Company has achieved a Return on Equity of 12% for the same fiscal 2010 period. If the fiscal 2010 Return on Equity criteria is not met (as measured on March 10, 2011), the restricted stock will vest, on March 15, 2012, based on achievement of the same Return on Equity criteria for the fiscal 2011 period. If the Return on Equity criteria are not met for the fiscal 2010 or 2011 period, the restricted stock will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.