MIDDLEBY CORP

Form 4

December 21, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * FITZGERALD TIMOTHY JOHN			2. Issuer Name <b>and</b> Ticker or Trading Symbol MIDDLEBY CORP [MIDD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O MIDDLEBY CORPORATION, 1400 TOASTMASTER DRIVE			12/17/2010	_X_ Officer (give title Other (specify below) Chief Financial Officer		
(2)	Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ELGIN, IL 60120			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(6:.)	G					

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dispos	ed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	15)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
				(4)		Reported	(Instr. 4)	
				(A)		Transaction(s)		
			Code V	Amount (D)	Price	(Instr. 3 and 4)		
Comme					\$			
Commo Stock	n 12/17/2010		M(1)	500 (1) A	9.235	255,454	D	
					<u>``</u>			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: MIDDLEBY CORP - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		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	\$ 9.235	12/17/2010	M(1)	500	10/23/2003(1)	10/23/2013(1)	Common Stock	500

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FITZGERALD TIMOTHY JOHN C/O MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120

Chief Financial Officer

## **Signatures**

Martin M. Lindsay POA

\*\*Signature of Reporting Date

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).

Transaction represents the exercise of vested stock options. Reporting person was granted 70,000 shares of common stock of the

(1) Company on October 23,2003 that carried an exercise price of \$9.235, the fair market value of the Company common stock on the date of grant, and expires on October 23, 2013.

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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