

MIDDLEBY CORP

Form 4

January 05, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
01/03/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	01/03/2007		M ⁽¹⁾		2,500 A \$ 53.93 ⁽¹⁾	17,187	D
common stock	01/04/2007		M ⁽¹⁾		2,500 A \$ 53.93 ⁽¹⁾	19,687	D
Common Stock	01/03/2007		S ⁽²⁾		2,500 D \$ 105 ⁽²⁾	17,187	D
Common Stock	01/04/2007		S ⁽²⁾		2,500 D \$ 107.5	14,687	D

(2)

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

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(9-02)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Buy	\$ 53.93 (1)	01/03/2007		M(1)	2,500 (1)	02/28/2006 02/28/2015	common stock	2,500 (1)
Option to Buy	\$ 53.93 (1)	01/04/2007		M(1)	2,500 (1)	02/28/2006 02/28/2015	common stock	2,500 (1)

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

Phil Dei Dolori 01/05/2007

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).

(1) Reporting person was granted 25,000 Middleby Corporation stock options on February 28, 2005 with an expiration date of February 28, 2015. On the date of grant the closing market price of Middleby Corporation common stock was \$53.93.

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(2) Shares sold pursuant with 10b5-1 plan as reported

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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