

MIDDLEBY CORP  
Form 4  
January 05, 2007

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below)  Other (specify below)  
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 <sup>(1)</sup>               |   | 2,500   | A  | \$ 53.93<br><u>(1)</u>                                |
| common stock                    | 01/04/2007                           |  | M <sup>(1)</sup>               |   | 2,500   | A  | \$ 53.93<br><u>(1)</u>                                |
| Common Stock                    | 01/03/2007                           |  | S <sup>(2)</sup>               |   | 2,500   | D  | \$ 105<br><u>(2)</u>                                  |
| Common Stock                    | 01/04/2007                           |  | S <sup>(2)</sup>               |   | 2,500   | D  | \$ 107.5  |

(2)

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) | 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<br><u>(1)</u>                                 | 01/03/2007                           |  | M <sup>(1)</sup>               | 2,500<br><u>(1)</u>   | 02/28/2006 02/28/2015                                    | common stock  | 2,500<br><u>(1)</u>           |
| Option to Buy                              | \$ 53.93<br><u>(1)</u>                                 | 01/04/2007                           |  | M <sup>(1)</sup>               | 2,500<br><u>(1)</u>   | 02/28/2006 02/28/2015                                    | common stock  | 2,500<br><u>(1)</u>           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| DOLORI PHIL DR<br>C/O MIDDLEBY CORPORATION<br>1400 TOASTMASTER DRIVE<br>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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