

MIDDLEBY CORP
Form 4
December 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
BASSOUL SELIM A

(Last) (First) (Middle)

C/O THE 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)
12/17/2012

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)
CEO, Chairman, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/17/2012 | | M | 80,972 | A \$ 5.255 (2) | 429,214 | D |
| Common Stock | 12/17/2012 | | F(1) | 28,305 | D \$ 129.35 | 400,909 | D |
| Common Stock | 12/17/2012 | | M | 15,500 | A \$ 9.235 (3) | 416,409 | D |
| Common Stock | 12/17/2012 | | F(1) | 5,237 | D \$ 129.35 | 411,172 | D |
| Common Stock | 12/18/2012 | | S(4) | 35,000 | D \$ 130 | 376,172 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 5.255 | 12/17/2012 | | M ⁽²⁾ | 80,972 | 03/05/2008 ⁽²⁾ 03/05/2013 | Common Stock | 80,972 |
| Stock Option (Right to Buy) | \$ 9.235 | 12/17/2012 | | M ⁽³⁾ | 15,500 | 10/23/2003 ⁽³⁾ 10/23/2013 | Common Stock | 15,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BASSOUL SELIM A C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120 | X | | CEO, Chairman, President | |

Signatures

Martin M.
Lindsay POA
Date: 12/20/2012

**Signature of Reporting 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).
- (1) Transaction related to the surrender of shares to fund reporting person's tax liability related to stock option exercise.

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- (2) Exercise of vested stock options granted on March 5, 2003 at a split adjusted exercise price of \$5.255. The option grant vested in 20% increments over a five year period.
- (3) Exercise of vested stock options granted on October 23, 2003 at a split adjusted exercise price of \$9.235. The option grant was 100% vested on the date of grant.
- (4) Shares sold pursuant to existing 10b5-1 plan.

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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