

MIDDLEBY CORP  
 Form 4/A  
 April 02, 2013

**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)  
 03/28/2013

4. If Amendment, Date Original Filed (Month/Day/Year)  
 04/02/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/02/2013		M <sup>(1)</sup>	500 A	\$ 9.235	305,386	D
Common Stock	04/02/2013	04/05/2013	S <sup>(2)</sup>	500 D	\$ 153.002	304,886	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.235	03/28/2013		M <sup>(1)(3)</sup>	2,274	10/23/2003	10/23/2013	Common Stock	2,274
Stock Option (Right to Buy)	\$ 9.235	04/02/2013		M <sup>(1)</sup>	500	10/23/2003	10/23/2013	Common Stock	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

04/02/2013

\_\_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) 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.
- (2) Shares sold pursuant to existing 10b5-1 plan.
- (3) Amendment to 4/2/2013 Form 4 filing on behalf of reporting person to include additional transactions and amend stock option exercise date in Table II for 2,274 shares from 3/25/2013 to 3/28/2013.

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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