MIDDLEBY CORP Form 4 May 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

OMB APPROVAL

2005 Estimated average

burden hours per response...

0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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 Ad BASSOUL S | • | orting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|-----------------------------|----------|-----------------|---|---|--|--|--|
| (Last) (First) (Middle) | | (Middle) | MIDDLEBY CORP [MIDD] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 6 HUBBELL | , , | (Made) | (Month/Day/Year) 05/12/2005 | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO, Chairman, President | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| BARRINGTON, IL 60120 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I Non Doningtine Committee As | animal Discount of an Danafisially Ossess | | | |

| (City) | (State) (| Table | e I - Non-D | erivative Se | curities | s Acqu | iired, Disposed of | f, or Beneficial | ly Owned |
|------------------------|--------------------------------------|-------------------------------|------------------|----------------------------|-----------|--------|---------------------------------|----------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securitie on(A) or Disp | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | (| any | Code | (Instr. 3, 4 | | (-) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | | | (A) | | Reported | (IIIsti: 1) | (Insu: 1) |
| | | | | | (A) or | | Transaction(s) (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | (IIIstr. 3 and 4) | | |
| Common Stock | 05/12/2005 | | A | 100,000 | A | \$0 | 589,530 | D | |

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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|---------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (|
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | | |
| BASSOUL SELIM A | | | CEO, | | | | | |
| 6 HUBBELL COURT | X | | Chairman, | | | | | |
| BARRINGTON, IL 60120 | | | President | | | | | |

Signatures

Selim A.
Bassoul

**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).

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.

Reporting Owners 2