

LINDSAY MARTIN M  
Form 4  
August 16, 2012

**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 \*  
LINDSAY MARTIN M

(Last) (First) (Middle)  
1400 TOASTMASTER DR  
(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)  
04/20/2012

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)  
Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/20/2012		F <sup>(1)</sup>		481 D \$ 99	D	
Common Stock	08/13/2012		M		600 A \$ 5.255 <sup>(2)</sup>	D	
Common Stock	08/13/2012		M		15,000 A \$ 26.965 <sup>(3)</sup>	D	
Common Stock	08/13/2012		F <sup>(4)</sup>		4,768 D \$ 116.64	D	
Common Stock	08/14/2012		S		10,000 D \$ 114.73	D	



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Transaction represents the exercise of vested stock options. On February 28, 2005, reporting person was granted options to purchase 20,000 shares of common stock that carried an exercise price of \$26.965, the fair market value of Middleby common stock on the date of grant, with an expiration date of February 28, 2015. The option vested in full in 25% increments based on achievement of stock price targets.

(4) Transaction related to the surrender of shares to fund reporting person's tax liability related to an exercise of stock options.

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.