

MIDDLEBY CORP

Form 4

May 10, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)
05/08/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/08/2007		M ⁽¹⁾	V Amount (A) or (D) 1,200 (1) A	Price \$ 10.51 (1)	13,695	D
Common Stock	05/08/2007		M ⁽²⁾	2,500 (2) A	\$ 18.47 (2)	16,195 ⁽²⁾	D
Common Stock	05/08/2007		S	4,000 D	\$ 130.062 (3)	12,195	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy (1)	\$ 10.51 (1)	05/08/2007		M(1)	1,200 (1)	03/05/2007	03/05/2013	Common Stock	1,200 (1)
Option to Buy (2)	\$ 18.47 (2)	05/08/2007		M(2)	2,500 (2)	10/23/2003	10/23/2013	Common Stock	2,500 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDSAY MARTIN M 1400 TOASTMASTER DR ELGIN, IL 60120				Treasurer

Signatures

Martin M.
Lindsay
05/10/2007
Date

**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) Option exercise associated with grant of 1,500 incentive stock option shares on March 5, 2003. The option grant vests in 20% increments and holds a strike price of \$10.51, the closing price of Middleby common stock on the date of grant.

(2) Option exercise associated with grant of 2,500 incentive stock option shares on October 23, 2013. The option holds a strike price of \$18.47, the closing price of Middleby common stock on the date of grant.

(3) avg price

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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