## Edgar Filing: MIDDLEBY CORP - Form 4

Form 4												
March 20, 2015 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	Washington, D.C. 20549								Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEM	ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)											
Palisi Chapin Sarah Symbol				Name and Ticker or Trading EBY CORP [MIDD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date of (Month/Da (Month/Da C/O THE MIDDLEBY 03/16/20 CORPORATION, 1400 TOASTMASTER DRIVE				-					XDirector10% Owner Officer (give titleOther (specify below)below)			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>							
ELGIN, IL 6	0120									More than One Re		
(City)	(State)	Zip)	Table	I - Non	-De	rivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Year)	Code (Instr. 8	8)	4. Securi nAcquirec Disposec (Instr. 3, Amount	l (A) c l of (D	9) 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	03/16/2015			A <u>(1)</u>	v	1,000	A	( <u>1</u> )	2,500	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / A</b>	Relationships						
	Director	10% Owner	Officer	Other			
Palisi Chapin Sarah C/O THE MIDDLEBY CORF 1400 TOASTMASTER DRIV ELGIN, IL 60120	Х						
Signatures							
Michael D. Thompson POA	03/20/20	15					
**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) Reporting person was granted 1,000 shares of restricted stock on March 16, 2015. The grant is subject to a one-year vesting schedule that vests on the first anniversary of the grant date.

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.