

MIDDLEBY CORP  
Form 4  
December 05, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FITZGERALD TIMOTHY JOHN**

(Last) (First) (Middle)

**C/O 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)

**12/03/2007**

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 \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 12/03/2007                              |                                                             | S(1)                                 |                                                                         | 10,000<br>(1)                                                                                                      | \$<br>73.9064<br>(2)                                                    | 192,062                                                           |
|                                       |                                         |                                                             |                                      |                                                                         | D                                                                                                                  |                                                                         | D                                                                 |
| Common<br>Stock                       | 12/04/2007                              |                                                             | S(1)                                 |                                                                         | 8,904<br>(1)                                                                                                       | \$<br>72.6544<br>(2)                                                    | 183,158                                                           |
|                                       |                                         |                                                             |                                      |                                                                         | D                                                                                                                  |                                                                         | D                                                                 |
| common<br>stock                       | 12/03/2007                              |                                                             | M(3)                                 |                                                                         | 10,904<br>(3)                                                                                                      | \$ 9.235<br>(3)                                                         | 194,062                                                           |
|                                       |                                         |                                                             |                                      |                                                                         | A                                                                                                                  |                                                                         | 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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Option<br>to Buy                                    | \$ 9.235                                                           | 12/04/2007                              |                                                             | M                                    | 10,904                                                                                                       | 10/23/2003 10/23/2013                                          | Common<br>Stock 10,904                                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| FITZGERALD TIMOTHY JOHN<br>C/O MIDDLEBY CORPORATION<br>1400 TOASTMASTER DRIVE<br>ELGIN, IL 60120 | Chief Financial Officer          |

## Signatures

Timothy  
Fitzgerald 12/05/2007

\_\_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) Shares sold pursuant with existing 10b5-1 plan as filed with the SEC

(2) Avg Price

(3) Transaction result of a stock option exercise of shares granted on 10-23-2003 at a split adjusted price of \$9.235 that were vested 100% on the date of grant. The grant expires on 10-23-2013.

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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