MIDDLEBY CORP

Form 4

August 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BASSOUL SELIM A**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

MIDDLEBY CORP [MIDD]

(Check all applicable)

C/O THE MIDDLEBY

CORPORATION, 1400

TOASTMASTER DRIVE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/09/2012

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Zip)

CEO, Chairman, President

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

ELGIN, IL 60120

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any Code		4. Securities Acquired (A) ansactionor Disposed of (D) ode (Instr. 3, 4 and 5) astr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	08/09/2012		S <u>(1)</u>	27,143	D	\$ 105	501,915	D	
Common Stock	08/09/2012		S <u>(1)</u>	27,143	D	\$ 106.25	474,772	D	
Common Stock	08/09/2012		S <u>(1)</u>	83,341	D	\$ 110	391,431	D	

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

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

	2.	3. Transaction Date		4. T	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
	Conversion	(Month/Day/Year)		Transactio		Expiration Da		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlyıng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIIsti
					4, and 5)						
									Amount		
						D.	E		or		
						Date	Expiration	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 C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120	X		CEO, Chairman, President				

Signatures

Person

Martin M.
Lindsay POA

**Signature of Reporting

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 to existing 10b5-1 plan.

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.

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