LINDSAY MARTIN M

Form 4

August 16, 2012

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LINDSAY MARTIN M			2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [MIDD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1400 TOASTMASTER DR			04/20/2012	X Officer (give title Other (specify below)		
				Treasurer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ELGIN, IL 60120				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Ownership Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common $F^{(1)}$ \$99 04/20/2012 481 D 21,954 D Stock Common \$ 5.255 22,554 08/13/2012 M 600 D Stock (2) \$ Common 08/13/2012 M 15,000 A 26.965 37,554 D Stock (3) Common 4,768 08/13/2012 $F^{(4)}$ D 32,786 D Stock Common 08/14/2012 S 10,000 D 22,786 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of conDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Option to Buy	\$ 5.255 (2)	08/13/2012		M(2)		600	03/05/2003(2)	03/05/2013(2)	Common Stock	60
Option to Buy	\$ 26.965	08/13/2012		M(3)		15,000	02/28/2005(3)	02/28/2015(3)	Common Stock	15,0

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. 08/16/2012 Lindsay

**Signature of Date 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) Transaction related to the surrender of shares to fund reporting person's tax liability related to a restricted stock vesting.

Transaction represents the exercise of vested stock options. On March 5, 2003, reporting person was granted incentive stock options to purchase 3,000 shares of common stock that carried an exercise price of \$5.255, the fair market value of Middleby common stock on the **(2)** date of grant, with an expiration date of March 5, 2013. The option grant vested in 20% increments over a five year period following the grant date.

(3)

Reporting Owners 2

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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.