MIDDLEBY CORP

Form 4

February 13, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

January 31, 2005

0.5

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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

1(b).

(Print or Type Responses)

1. Name and Ad BASSOUL S	ldress of Reporti SELIM A	ng Person *	2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [MIDD]	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(Finat)	(Middle)	• •	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	V D' 100/ O			
	IDDI EDM		(Month/Day/Year)	_X_ Director 10% OwnerX_ Officer (give title Other (specify			
C/O THE MI			02/12/2015	below) below)			
CORPORAT	TON, 1400			CEO, Chairman, President			
TOASTMAS	STER DRIVE			,,			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
			• • •	_X_ Form filed by One Reporting Person			
ELGIN, IL 6	0120			Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tobla I - Non-Darivativa Sacuritias Ac	quired, Disposed of, or Beneficially Own			
1 Title of	2 Transaction D	ate 2A Dee	med 3 A Securities Acquired	5 Amount of 6 7 Nati			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount	or (D)	Price	(Instr. 3 and 4) 545,904	D	
Common Stock	02/12/2015		S <u>(1)</u>	8,987	D	\$ 103.22 (2)	103,500	I	By trust (3)
Common Stock	02/12/2015		S <u>(1)</u>	6,147	D	\$ 103.22 (2)	70,797	I	By trust (3)
Common Stock	02/12/2015		S(1)	6,147	D	\$ 103.22	70,797	I	By trust (3)

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(2)

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

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SEC 1474

(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
					Disposed of (D)						Trans (Instr
					(Instr. 3, 4, and 5)						`
					1, und 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BASSOUL SELIM A C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120	X		CEO, Chairman, President				

Signatures

Martin M. Lindsay POA	02/13/2015			
**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.
 - The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares
- (2) sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.

Reporting Owners 2

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(3) The reporting person disclaims beneficial ownership of the shares held by these trusts, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trusts' shares for purposes of Section 16 or any other purpose.

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.