

MIDDLEBY CORP  
Form 4  
March 05, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DOLORI PHIL DR**

(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)  
**03/01/2007**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Group President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| common stock                    | 03/01/2007                           |  | M <sup>(2)</sup>               | 1,250<br>(2) A (2)  | 15,937  | D  |                                   |
| common stock                    | 03/01/2007                           |  | S <sup>(1)</sup>               | 1,250<br>(1) D (1)  | \$ 110 14,687   | D  |                                   |
| Common Stock                    | 03/02/2007                           |  | M <sup>(3)</sup>               | 2,000<br>(3) A (3)  | 16,687  | 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**

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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)

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| option to buy <sup>(2)</sup>               | \$ 53.93   | 03/01/2007                           |  | M <sup>(2)</sup>               | 1,250 <sup>(2)</sup>  | 02/28/2006 02/28/2015                                    | Common Stock  | 1,250                      |
| option to buy <sup>(3)</sup>               | \$ 5.9 <sup>(3)</sup>                                  | 03/03/2007                           |  | M                              | 2,000   | 02/26/2007 <sup>(3)</sup> 02/26/2012 <sup>(3)</sup>      | common stock  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| DOLORI PHIL DR<br>C/O MIDDLEBY CORPORATION<br>1400 TOASTMASTER DRIVE<br>ELGIN, IL 60120 |               |           | Group President |       |

## Signatures

Phil Dei Dolori 03/05/2007  
 \*\*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 to 10b5-1 plan as previously filed
- (2) Reportig person was granted 25,000 Middleby Corporation stock options on Feb 28, 2005 with an expiration date of February 28, 2015. The grant price of \$53.93 was the closing fair market value of Middleby Corporation common stock on the date of grant.
- (3) Reportig person was granted 10,000 Middleby Corporation stock options on Feb 26, 2002 with an expiration date of February 26, 2012. The grant price of \$5.90 was the closing fair market value of Middleby Corporation common stock on the date of grant.

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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