

MIDDLEBY CORP  
Form 4  
May 10, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**LINDSAY MARTIN M**

(Last) (First) (Middle)

1400 TOASTMASTER DR

(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)  
**05/08/2007**

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)  
Treasurer

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	05/08/2007		M <sup>(1)</sup>		1,200 <u>(1)</u>	A	\$ 10.51 <u>(1)</u>	13,695	D	
Common Stock	05/08/2007		M <sup>(2)</sup>		2,500 <u>(2)</u>	A	\$ 18.47 <u>(2)</u>	16,195 <sup>(2)</sup>	D	
Common Stock	05/08/2007		S		4,000 <u>(3)</u>	D	\$ 130.062 <u>(3)</u>	12,195	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**

SEC 1474  
(9-02)

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 (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option to Buy <u>(1)</u>	\$ 10.51 <u>(1)</u>	05/08/2007		M <u>(1)</u>	1,200 <u>(1)</u>	03/05/2007 03/05/2013	Common Stock	1,200 <u>(1)</u>
Option to Buy <u>(2)</u>	\$ 18.47 <u>(2)</u>	05/08/2007		M <u>(2)</u>	2,500 <u>(2)</u>	10/23/2003 10/23/2013	Common Stock	2,500 <u>(2)</u>

## 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.  
Lindsay

05/10/2007

\_\_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) Option exercise associated with grant of 1,500 incentive stock option shares on March 5, 2003. The option grant vests in 20% increments and holds a strike price of \$10.51, the closing price of Middleby common stock on the date of grant.
- (2) Option exercise associated with grant of 2,500 incentive stock option shares on October 23, 2013. The option holds a strike price of \$18.47, the closing price of Middleby common stock on the date of grant.
- (3) avg price

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: MIDDLEBY CORP - Form 4

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.