

MIDDLEBY CORP
Form 4/A
March 15, 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 *
BASSOUL SELIM A

(Last) (First) (Middle)

C/O THE 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)
03/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman, 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/08/2007 ⁽²⁾ | | A ⁽¹⁾⁽²⁾ | | 69,500 <u>(1)</u> <u>(2)</u> | A | |
| | | | | | \$ 0 389,356 | | D |

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)

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| 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

Selim A. Bassoul 03/15/2007

**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) 69500 shares of restricted stock were granted to the reporting person. The grant vests in seven equal tranches: After Jan 1, 2008, 1/7th vests if the 30 day avg price of MIDD common stk is above \$125/ share between Jan 1 2008 and Jan 1 2010. After Jan 1, 2009, 1/7th vests if the 30 day avg price of MIDD common stk is above \$140/share between Jan 1 2009 and Jan 1 2011. After Jan 1, 2010, 1/7th vests if the 30 day avg price of MIDD common stk is above \$155/ share between Jan 1 2010 and Jan 1 2012. After Jan 1, 2011, 1/7th vests if the 30 day avg price of MIDD common stk is above \$175/share between Jan 1 2011 and Jan 1 2013. After Jan 1, 2012, 1/7th vests if the 30 day avg price of MIDD common stk is above \$200/share between Jan 1 2012 and Jan 1 2014. After Jan 1, 2013, 1/7th vests if the 30 day avg price of MIDD common stk is above \$200/share between Jan 1 2013 and Jan 1 2015. After Jan 1, 2014, 1/7th vests if the 30 day avg price of MIDD common stk is above \$200/share between Jan 1 2014 and 2016

(2) Transaction date was erroneously reported as March 9, 2007 in the reporting person's original Form 4. The transaction was effected on March 8, 2007.

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.