

MIDDLEBY CORP  
Form 4  
May 23, 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 \*  
SIERON MARK A

(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)  
05/15/2007

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)  
Vice 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price (1) (2) (3)                                    |   |  |   |
| Common Stock                    | 05/15/2007                           |  | M(1)(2)(3)                     | 5,225 A (1) (2) (3)   | 45,325  | 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 displays a currently valid OMB control number.**

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**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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Option to Buy                              | \$ 10.51   | 05/15/2007                           |  | M <sup>(1)</sup>               | 600 <sup>(1)</sup>   | 03/05/2006 <sup>(1)</sup> 03/05/2013 <sup>(1)</sup>      | common stock  | 600                        |
| Option to buy                              | \$ 5.9   | 05/15/2007                           |  | M <sup>(2)</sup>               | 2,000  | 02/26/2006 <sup>(2)</sup> 02/26/2012 <sup>(2)</sup>      | common stock  | 2,000 <sup>(2)</sup>       |
| option to buy                              | \$ 53.93   | 05/15/2007                           |  | M <sup>(3)</sup>               | 2,625 <sup>(3)</sup>   | 02/28/2007 <sup>(3)</sup> 02/28/2009 <sup>(3)</sup>      | common stock  | 2,625                      |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| SIERON MARK A<br>1400 TOASTMASTER DR<br>ELGIN, IL 60120 |               |           | Vice President |       |

## Signatures

Mark A. Sieron                      05/23/2007  
 \*\*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) Option exercise related to the grant of 3,000 Incentive Stock Options on March 5, 2003. The grant carries a strike price of \$10.51, the closing price of Middleby Common stock on the date of grant.
- (2) Option exercise related to the grant of 10,000 Incentive Stock Options on February 26, 2002. The grant carries a strike price of \$5.90, the closing price of Middleby Common stock on the date of grant.
- (3) Option exercise related to the grant of 25,000 Non-Qualified Stock Options on February 28, 2005. The grant carries a strike price of \$53.93, the closing price of Middleby 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. 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.