

LINDSAY MARTIN M
Form 4
August 16, 2012

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 *
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)
04/20/2012

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/20/2012		F ⁽¹⁾		481	D	\$ 99 21,954
Common Stock	08/13/2012		M		600	A	\$ 5.255 ⁽²⁾ 22,554
Common Stock	08/13/2012		M		15,000	A	\$ 26.965 ⁽³⁾ 37,554
Common Stock	08/13/2012		F ⁽⁴⁾		4,768	D	\$ 116.64 32,786
Common Stock	08/14/2012		S		10,000	D	\$ 114.73 22,786

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

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(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. 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	\$ 5.255 (2)	08/13/2012		M(2)	600	03/05/2003(2) 03/05/2013(2)	Common Stock	600
Option to Buy	\$ 26.965 (3)	08/13/2012		M(3)	15,000	02/28/2005(3) 02/28/2015(3)	Common Stock	15,000

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. 08/16/2012
Lindsay

**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) Transaction related to the surrender of shares to fund reporting person's tax liability related to a restricted stock vesting.

Transaction represents the exercise of vested stock options. On March 5, 2003, reporting person was granted incentive stock options to purchase 3,000 shares of common stock that carried an exercise price of \$5.255, the fair market value of Middleby common stock on the date of grant, with an expiration date of March 5, 2013. The option grant vested in 20% increments over a five year period following the grant date.

(3)

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Transaction represents the exercise of vested stock options. On February 28, 2005, reporting person was granted options to purchase 20,000 shares of common stock that carried an exercise price of \$26.965, the fair market value of Middleby common stock on the date of grant, with an expiration date of February 28, 2015. The option vested in full in 25% increments based on achievement of stock price targets.

- (4) Transaction related to the surrender of shares to fund reporting person's tax liability related to an exercise of stock options.

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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