Edgar Filing: MIDDLEBY CORP - Form 4

Form 4											
	May 07, 2007 FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
	UNITED	Washington, D.C. 20549							OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or								Expires: Estimated a burden hou response	irs per		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)										
YOHE ROBERT L Symb				Name and EBY COI			g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Mo				Date of Earliest Transaction Month/Day/Year) 5/03/2007				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amen Filed(Mont				e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ELGIN, IL 6	0120							Form filed by I Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			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)		
Common Stock	05/03/2007 <u>(1)</u>			A <u>(1)</u>	1,500 (1)	А	\$ 0 (1)	21,500 <u>(1)</u>	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.

 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. Transacti Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

 Reporting Owner Name / Address
 Relationship

 Director
 10% Owner
 Officer
 Other

 YOHE ROBERT L
C/O THE MIDDLEBY CORPORATION
1400 TOASTMASTER DR
ELGIN, IL 60120
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**Signature of 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).

On May 3, 2007 1,500 shares of restricted stock were granted to the reporting person. The grant vests in three equal installments as

(1) follows: - After January 1, 2008, 1/3rd vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share. - After January 1, 2009, 1/3rd vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share. - After January 1, 2010, 1/3rd vests if the 30 day avg price of Middleby common stock is greater or equal to \$155/ share.

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.