# Edgar Filing: MIDDLEBY CORP - Form 4

MIDDLEBY CORF Form 4   Form 4 Edebruary 12, 2015   FORM 4 Marce State										
(Print or Type	Responses)									
	Address of Reporting		Symbol	er Name <b>an</b> LEBY CO				5. Relationship of I Issuer		
(Last)	(First) (M			f Earliest T	-	1		(Check	all applicable	)
(Month/Day/Year) C/O THE MIDDLEBY 02/10/2015 CORPORATION, 1400 TOASTMASTER DRIVE						X_ Director 10% Owner X_ Officer (give title Other (specify below) below) CEO, Chairman, President				
				onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)		(Zip)	Tab	le I - Non-1	Dorivativa	Socur		Person ired, Disposed of,	or Bonoficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3.	4. Securit or Dispos (Instr. 3, 4	ies Ac ed of (	equired (A) (D)	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								545,904	D	
Common Stock	02/10/2015			S <u>(1)</u>	42	D	\$ 100 (2)	131,147	Ι	By trust $(3)$
Common Stock	02/11/2015			S <u>(1)</u>	18,660	D	\$ 101.89 (2)	112,487	Ι	By trust $(3)$
Common Stock	02/10/2015			S <u>(1)</u>	29	D	\$ 100 (2)	89,709	Ι	By trust $(3)$
	02/11/2015			S <u>(1)</u>	12,765	D		76,944	Ι	

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Common Stock					\$ 101.89 (2)			By trust $(3)$
Common Stock	02/10/2015	S <u>(1)</u>	29	D	\$ 100 (2)	89,709	Ι	By trust $(3)$
Common Stock	02/11/2015	S <u>(1)</u>	12,765	D	\$ 101.89 (2)	76,944	Ι	By trust $(3)$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) 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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio	5. onNumber	6. Date Exerce Expiration D		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	9		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 and	4)	Owne
	Security				Acquired					Follo
					(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amou	unt	
								or		
						Date Exercisable	Expiration Date	Title Numb	ber	

#### Code V (A) (D)

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BASSOUL SELIM A C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120	Х		CEO, Chairman, President				
Signatures							

### 9

Martin M.	02/12/2015
Lindsay POA	02/12/2015

\*\*Signature of Reporting Person

Date

#### **Reporting Owners**

Shares

# **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) Shares sold pursuant to existing 10b5-1 plan.

The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares(2) sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.

(3) The reporting person disclaims beneficial ownership of the shares held by these trusts, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trusts' shares for purposes of Section 16 or any other purpose.

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.