

MIDDLEBY CORP
Form 4/A
March 15, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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 Beneficial Ownership (Instr. 4)
Common Stock	03/08/2007 ⁽²⁾		A ⁽¹⁾⁽²⁾	69,500 (1) (2)	A (1) (2)	389,356	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
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

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.