

MIDDLEBY CORP
Form 5
February 11, 2011

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/01/2011

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)
CEO, Chairman, President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/28/2008	Â	A4(1)(2)	Amount (D) Price 90,000 (1) A \$ 0 (1)	873,855 (3)	D	Â

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.**

SEC 2270
(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. of D S B O E I F (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(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

Â X Â Â CEO, Chairman, President Â

Signatures

Martin M.
Lindsay POA 02/11/2011

**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) On May 28, 2008 90,000 shares of restricted stock were granted to the reporting person. The grant vests in four equal installments as follows: After Jan 1, 2009, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$61.23/ share between Jan 1 2009 and Jan 1 2012. After Jan 1, 2010, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$67.35/ share between Jan 1 2010 and Jan 1 2013. After January 1, 2011, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$74.08/ share between Jan 1 2011 and Jan 1 2014. After Jan 1, 2012, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$81.49/ share between Jan 1 2012 and Jan 1 2015.

(2) Representative of reporting person failed to file original Form 4 regarding the May 28, 2008 restricted stock grant. All of the Issuers 10-Q, 10-K, and annual proxy statements, subsequent to May 28, 2008 grant, accurately reflected the May 28, 2008 restricted stock grant.

(3) Reporting persons holdings after the May 28, 2008 grant were 851,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.