

MIDDLEBY CORP

Form 4

September 11, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZGERALD TIMOTHY JOHN

(Last) (First) (Middle)

C/O 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)

08/28/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/28/2013		S ⁽³⁾		12,000	D	\$ 184.5 ⁽⁴⁾	18,699	I	Andrea C. Fitzgerald 2012 Gift Trust ⁽²⁾
Common Stock	08/28/2013		S ⁽³⁾		12,000	D	\$ 184.5 ⁽⁴⁾	18,700	I	Timothy J. Fitzgerald 2012 Gift Trust ⁽¹⁾
Common Stock	09/04/2013		S ⁽³⁾		4,000	D	\$ 190 ⁽⁴⁾	14,699	I	Andrea C. Fitzgerald 2012 Gift

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Common Stock	09/04/2013	<u>S(3)</u>	4,000	D	<u>\$ 190</u> (4)	14,700	I	Trust ⁽²⁾ Timothy J. Fitzgerald 2012 Gift Trust ⁽¹⁾
Common Stock	09/05/2013	<u>S(3)</u>	4,000	D	<u>\$ 195</u> (4)	10,699	I	Andrea C. Fitzgerald 2012 Gift Trust ⁽²⁾
Common Stock	09/05/2013	<u>S(3)</u>	4,000	D	<u>\$ 195</u> (4)	10,700	I	Timothy J. Fitzgerald 2012 Gift Trust ⁽¹⁾
Common Stock	09/09/2013	<u>S(3)</u>	4,000	D	<u>\$ 200</u> (4)	6,699	I	Andrea C. Fitzgerald 2012 Gift Trust ⁽²⁾
Common Stock	09/09/2013	<u>S(3)</u>	4,000	D	<u>\$ 200</u> (4)	6,700	I	Timothy J. Fitzgerald 2012 Gift Trust ⁽¹⁾
Common Stock	09/10/2013	<u>S(3)</u>	4,000	D	<u>\$ 205</u> (4)	2,699	I	Andrea C. Fitzgerald 2012 Gift Trust ⁽²⁾
Common Stock	09/10/2013	<u>S(3)</u>	4,000	D	<u>\$ 205</u> (4)	2,700	I	Timothy J. Fitzgerald 2012 Gift Trust ⁽¹⁾
Common Stock	09/11/2013	<u>S(3)</u>	2,699	D	<u>\$ 210</u> (4)	0	I	Andrea C. Fitzgerald 2012 Gift Trust ⁽²⁾
Common Stock	09/11/2013	<u>S(3)</u>	2,700	D	<u>\$ 210</u> (4)	0	I	Timothy J. Fitzgerald 2012 Gift Trust ⁽¹⁾
Common Stock						23,962	D	

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FITZGERALD TIMOTHY JOHN C/O MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE ELGIN, IL 60120	Chief Financial Officer

Signatures

Martin M.
Lindsay POA 09/11/2013

__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) The reporting person is the spouse of the trustee and a beneficiary of the Timothy J. FitzGerald 2012 Gift Trust. Beneficial ownership is disclaimed except to the extent of the reporting person's pecuniary interest therein. This filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

(2) The reporting person is the trustee and a beneficiary of the Andrea C. FitzGerald 2012 Gift Trust. Beneficial ownership is disclaimed except to the extent of the reporting person's pecuniary interest therein. This filing shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

(3) Shares sold pursuant to existing 10b5-1 plan.

(4) The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares 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.

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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