

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WHITMAN WILLIAM F III</u>  (Last) (First) (Middle) 8050 S.E. LITTLE HARBOUR DRIVE H7  (Street) HOBE SOUND FL 33455  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MIDDLEBY CORP [ midd ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 10/23/2003	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	10/23/2003		M		100,000 <sup>(1)</sup>	A	\$7.094	2,003,571	D	
Common Stock	10/24/2003		M		20,000 <sup>(2)</sup>	A	\$5.9	2,023,571	D	
Common Stock	10/23/2003		F		44,797 <sup>(3)</sup>	D	\$18.47	1,978,774	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$7.094	10/23/2003		M			100,000 <sup>(1)</sup>	06/23/2003	02/19/2008	Common Stock	100,000	(1)	150,000	D	
Stock Option	\$5.9	10/23/2003		M			20,000 <sup>(2)</sup>	02/26/2003	02/26/2012	Common Stock	20,000	(2)	130,000	D	
Stock Option	\$18.47	10/23/2003		A			45,000 <sup>(4)</sup>	10/23/2003	10/23/2013	Common Stock	45,000		175,000	D	

**Explanation of Responses:**

- This exercise is related to an option grant dated February 19, 1998 for 100,000 shares at a exercise price of \$7.094. The option is fully exercised.
- This exercise is related to an option grant dated February 26, 2002 for 20,000 shares at a exercise price of \$5.90. The option grant is 20% exercised.
- Represents the redemption of 44,797 shares to the Company as payment for the two option exercise transactions of 100,000 and 20,000 shares respectively
- Represents an option grant for 45,000 shares under the Company's 1998 Stock Incentive Plan, as amended, at a exercise price of \$18.47 which vest immediately and expire in 10 years.

William F. Whitman, Jr. 10/27/2003

\*\* Signature of Reporting Person Date

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

\* 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).

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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