

OMB APPROVAL	
OMB Number:	3235-0287
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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>FITZGERALD TIMOTHY JOHN</u>  (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 <u>MIDDLEBY CORP [ MIDD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/28/2013</u>	
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	08/28/2013		S <sup>(3)</sup>		12,000	D	\$184.5 <sup>(4)</sup>	18,699	I	Andrea C. Fitzgerald 2012 Gift Trust <sup>(2)</sup>
Common Stock	08/28/2013		S <sup>(3)</sup>		12,000	D	\$184.5 <sup>(4)</sup>	18,700	I	Timothy J. Fitzgerald 2012 Gift Trust <sup>(1)</sup>
Common Stock	09/04/2013		S <sup>(3)</sup>		4,000	D	\$190 <sup>(4)</sup>	14,699	I	Andrea C. Fitzgerald 2012 Gift Trust <sup>(2)</sup>
Common Stock	09/04/2013		S <sup>(3)</sup>		4,000	D	\$190 <sup>(4)</sup>	14,700	I	Timothy J. Fitzgerald 2012 Gift Trust <sup>(1)</sup>
Common Stock	09/05/2013		S <sup>(3)</sup>		4,000	D	\$195 <sup>(4)</sup>	10,699	I	Andrea C. Fitzgerald 2012 Gift Trust <sup>(2)</sup>
Common Stock	09/05/2013		S <sup>(3)</sup>		4,000	D	\$195 <sup>(4)</sup>	10,700	I	Timothy J. Fitzgerald 2012 Gift Trust <sup>(1)</sup>
Common Stock	09/09/2013		S <sup>(3)</sup>		4,000	D	\$200 <sup>(4)</sup>	6,699	I	Andrea C. Fitzgerald 2012 Gift Trust <sup>(2)</sup>
Common Stock	09/09/2013		S <sup>(3)</sup>		4,000	D	\$200 <sup>(4)</sup>	6,700	I	Timothy J. Fitzgerald 2012 Gift Trust <sup>(1)</sup>

**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	09/10/2013		S <sup>(3)</sup>		4,000	D	\$205 <sup>(4)</sup>	2,699	I	Andrea C. Fitzgerald 2012 Gift Trust <sup>(2)</sup>
Common Stock	09/10/2013		S <sup>(3)</sup>		4,000	D	\$205 <sup>(4)</sup>	2,700	I	Timothy J. Fitzgerald 2012 Gift Trust <sup>(1)</sup>
Common Stock	09/11/2013		S <sup>(3)</sup>		2,699	D	\$210 <sup>(4)</sup>	0	I	Andrea C. Fitzgerald 2012 Gift Trust <sup>(2)</sup>
Common Stock	09/11/2013		S <sup>(3)</sup>		2,700	D	\$210 <sup>(4)</sup>	0	I	Timothy J. Fitzgerald 2012 Gift Trust <sup>(1)</sup>
Common Stock								23,962	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					

**Explanation of Responses:**

- 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.
- 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.
- 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 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.

Martin M. Lindsay POA      09/11/2013

\*\* 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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