

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

THE MIDDLEBY CORPORATION

(Name of Issuer)

COMMON

(Title of Class of Securities)

596278101

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 596278101

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FIDUCIARY MANAGEMENT ASSOCIATES, INC. I.R.S. # 36-3096319

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
N/A (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF | 5. SOLE VOTING POWER
SHARES | 564,300

BENEFICIALLY | 6. SHARED VOTING POWER
OWNED BY | 0

EACH | 7. SOLE DISPOSITIVE POWER
REPORTING | 564,300

PERSON | 8. SHARED DISPOSITIVE POWER
WITH | 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

564,300

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.18%

12. TYPE OF REPORTING PERSON*

IA

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Item 1(a) Name of Issuer:

THE MIDDLEBY CORPORATION

Item 1(b) Address of Issuer's Principal Executive Offices:

2850 W. GOLF RD., SUITE 405
ROLLING MEADOWS, IL. 60008

Item 2(a) Name of Person Filing:

FIDUCIARY MANAGEMENT ASSOCIATES, INC.

Item 2(b) Address of Principal Business Office:

55 W. Monroe Street, Suite 2550
Chicago, Illinois 60603

Item 2(c) Citizenship:

Item 2(d) Title of Class of Securities:

COMMON

Item 2(e) CUSIP Number:

596278101

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- Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
- (a) () Broker or Dealer registered under Section 15 of the Act
 - (b) () Bank as defined in Section 3(a)(6) of the Act
 - (c) () Insurance Company as defined in Section 3(a)(19) of the Act
 - (d) () Investment Company registered under Section 8 of the Investment Company Act
 - (e) (X) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
 - (f) () Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see (Section 240.13d-1(b)(1)(ii)(F)
 - (g) () Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G)
 - (h) () Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

If the percent of the class owned, as of December 31, of the year covered by the statement, or as of the last day of any month described in Rule 13d-1(b)(2), if applicable, exceeds five percent, provide the following information as of that date and identify those shares which there is a right to acquire.

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote:
 - (ii) shared power to vote or to direct the vote:
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of:

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Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date thereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ().

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Item 8 Identification and Classification of Members of the Group:

Item 9 Notice of Dissolution of Group:

Item 10 Certification:

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: January 26, 1998

By: /s/ ROBERT W. THORNBURGH, JR.

Robert W. Thornburgh, Jr.
Fiduciary Management Associates, Inc.
Executive Vice President