SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant /X/
Filed by a Party other than the Registrant / /

Check the appropriate box:
/ / Preliminary Proxy Statement
/ / Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
/X/ Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to Section240.14a-11(c) or Section240.14a-12

THE MIDDLEBY CORPORATION

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ No fee required.
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

/ / Fee paid previously with preliminary materials.
/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

Notes:

THE MIDDLEBY CORPORATION

2850 W. GOLF ROAD
SUITE 405
ROLLING MEADOWS, ILLINOIS 60008

April 9, 1999

Notice of Annual Stockholders Meeting:

You are hereby notified that the Annual Meeting of Stockholders of The Middleby Corporation (the "Company") will be held at the Company's facility located at 1400 Toastmaster Drive, Elgin, Illinois at 10:30 a.m., local time, on Thursday, May 13, 1999, for the following purposes:

1. To elect ten directors to hold office until the 2000 Annual Meeting.

2. To consider a proposal to ratify the selection of Arthur Andersen LLP as independent auditors of the Company for the fiscal year ending January 1, 2000.

3. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 26, 1999 as the record date for the determination of stockholders entitled to notice of and to vote at the Meeting.

You are urged to attend the Meeting in person. Whether or not you expect to be present in person at the Meeting, please vote, sign and date the enclosed proxy and return it in the envelope provided.

By Order of the Board of Directors

JOHN J. HASTINGS
SECRETARY

THE MIDDLEBY CORPORATION

2850 W. GOLF ROAD
SUITE 405
ROLLING MEADOWS, ILLINOIS 60008

1999 ANNUAL MEETING OF STOCKHOLDERS
MAY 13, 1999
PROXY STATEMENT
GENERAL

This Proxy Statement and the accompanying proxy are furnished to stockholders of The Middleby Corporation (the "Company") in connection with the solicitation of proxies by the Company's Board of Directors for use at the 1999 Annual Meeting of Stockholders (the "Meeting") to be held at the Company's facility located at 1400 Toastmaster Drive, Elgin, Illinois, at 10:30 a.m. local time, on Thursday, May 13, 1999, for the purposes set forth in the accompanying Notice of Meeting. The Proxy Statement, the form of proxy included herewith and the Company's Annual Report to Stockholders for the fiscal year ended January 2, 1999 are being mailed to stockholders on or about April 9, 1999.

Stockholders of record at the close of business on March 26, 1999 are entitled to notice of and to vote at the Meeting. On such date there were outstanding 10,157,721 shares of common stock, par value $.01 per share, of the Company ("Common Stock"). The presence, in person or by proxy, of the holders of a majority of the shares of Common Stock outstanding and entitled to vote at the Meeting is necessary to constitute a quorum. In deciding all questions, each holder of Common Stock will be entitled to one vote, in person or by proxy, for each share held on the record date.

Votes cast by proxy or in person at the Annual Meeting will be tabulated by the election inspectors appointed for the Meeting and will determine whether or not a quorum is present. The election inspectors will treat abstentions as shares that are present and entitled to vote but as not voted for purposes of determining the approval of any matter submitted to the stockholders for a vote. Abstentions will have the same effect as negative votes. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will not be considered as present and entitled to vote with respect to that matter.

Properly executed proxies will be voted in the manner directed by the stockholders. If no direction is made, such proxies will be voted FOR the election of all nominees named under the caption "Election of Directors" as set forth therein as directors of the Company and FOR the ratification of the selection of Arthur Andersen LLP as Independent Auditors for the fiscal year ending January 1, 2000. Any proxy may be revoked by the stockholder at any time prior to the voting thereof by notice in writing to the Secretary of the Company, either prior to the Meeting (at the above Rolling Meadows address) or at the Meeting if the stockholder attends in person. A later dated proxy will revoke a prior dated proxy. As of the date of this Proxy Statement, the Board of Directors knows of no other business which will be presented for consideration at the Meeting. If other proper matters are presented at the Meeting, however, it is the intention of the proxy holders named in the enclosed form of proxy to take such actions as shall be in accordance with their best judgment.

The information contained in this Proxy Statement relating to the occupations and security holdings of directors and officers of the Company and their transactions with the Company is based upon information received from each individual as of March 26, 1999.

HOLDINGS OF STOCKHOLDERS, DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, as of March 26, 1999, the name, address and holdings of each person known by the Company to be the beneficial owner of more than five percent of the Company's Common Stock, and the amount of Common Stock beneficially owned by each of the directors and executive officers of the Company and by all directors and executive officers of the Company as a group.

NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
William F. Whitman, Jr. The Middleby Corporation 2850 W. Golf Road, Suite 405 Rolling Meadows, IL 60008	1,943,571 shares(1)	19.1%
Robert R. Henry Robert Henry & Co., Inc. P.O. Box 115 Far Hills, NJ 07931	1,627,769 shares(2)(3)	16.0%
Laura B. Whitman	449,875 shares(3)(4)	4.4%
David P. Riley	321,545 shares(5)	3.2%
A. Don Lummus	158,300 shares(6)	1.6%
Sabin C. Streeter	26,000 shares	(7)
John R. Miller III	26,000 shares	(7)
Philip G. Putnam	14,250 shares(3)	(7)
Joseph G. Tompkins	18,250 shares(3)	(7)
Robert L. Yohe	32,250 shares(3)	(7)
John J. Hastings	38,897 shares(8)	(7)
Wellington Management Company, LLP 75 State Street Boston, MA 02109	973,500 shares(9)	9.6%
Fiduciary Management Associates, Inc. 55 West Monroe St., Suite 2550 Chicago, IL 60603	564,300 shares(10)	5.6%
Dimensional Fund Advisors, Inc. 1299 Ocean Avenue, 11(th) Floor Santa Monica, CA 90401	757,344 shares(11)	7.5%
Brinson Partners, Inc. 209 S. LaSalle St. Chicago, IL 60604-1295	776,700 shares(12)	7.6%
All directors and executive officers of the Company	4,356,707 shares (2)(3)(4)(5)(6)(8)(13)	42.9%

NOTES:

(1) Does not include 1,537,125 shares owned by the trusts described in Note (2)

below, as to which Mr. Whitman disclaims beneficial ownership. Includes 255,300 shares owned by Mr. Whitman's spouse. Also included are 40,000 shares of Common Stock deemed issued upon exercise of stock options granted in February 1998.

(2) Includes 1,537,125 shares of Common Stock held by Mr. Henry as trustee under trusts as follows: (a) 1,255,875 shares for the benefit of Mr. Whitman's two adult children, W. Fifield Whitman III and Laura B. Whitman (218,625 shares owned by a trust for the benefit of Laura B. Whitman and 437,250 shares owned by a trust for the benefit of W. Fifield Whitman III, and 300,000 shares owned by each of two other trusts, as to one of which Laura B. Whitman is co-trustee -- See Note (4) below), and (b) 281,250 shares for the benefit of Mr. Whitman's spouse. Mr. Henry disclaims beneficial ownership of these shares.

(3) Includes 11,250 shares of Common Stock deemed issued upon exercise of stock options granted in February 1996.

(4) Includes 300,000 shares owned by a trust for the benefit of Laura B. Whitman of which Mr. Henry and Ms. Whitman are co-trustees; these shares are also included in the shares owned by Mr. Henry as trustee as described in Note (2) above. Does not include other shares owned by Mr. Henry as trustee for the benefit of Ms. Whitman described in Note (2) above.

(5) Includes 48,650 shares of Common Stock owned by trusts for the benefit of Mr. Riley's two adult children, for which Mr. Riley and his wife serve as trustees. Mr. Riley disclaims beneficial ownership of these shares. Also includes 173,670 shares of Common Stock held by Mr. Riley's spouse in trust and 40,000 shares of Common Stock deemed issued upon exercise of stock options granted in February 1998.

(6) Includes 1,000 shares of Common Stock deemed issued upon exercise of stock options granted in May 1992.

(7) Represents less than 1% of all common shares outstanding.

(8) Mr. Hastings, age 43, is Executive Vice President, Chief Financial Officer, Secretary and Treasurer of the Company, and his holdings include 18,500 shares of Common Stock deemed issued upon exercise of stock options.

(9) Information taken from Schedule 13G which states that the information is as of December 31, 1998 and shows shared voting power as to 340,000 shares and shared power of disposition as to 973,500 shares. The Schedule 13G states that all securities reported on the schedule are owned by advisory clients of Wellington Management Company, LLP.

(10) Information taken from Schedule 13G which states that the information is as of December 31, 1998 and shows sole voting power as to 564,300 shares and sole power of disposition as to 564,300 shares.

(11) Information taken from Schedule 13G which states that the information is as of December 31, 1998 and shows sole voting power as to 757,344 shares and sole power of disposition as to 757,344 shares. The Schedule 13G states that all securities reported on the schedule are owned by advisory clients of Dimensional Fund Advisors, Inc., and Dimensional Fund Advisors, Inc. disclaims beneficial ownership of all such securities.

(12) Information taken from Schedule 13G filed jointly by Brinson Partners, Inc. and UBS AGT which states that the information is as of December 31, 1998 and shows shared voting power of 776,700 shares and shared power of disposition as to 776,700 shares. The Schedule 13G states that Brinson Partners, Inc. disclaims ownership of all such securities.

(13) The 300,000 shares indicated in Notes (2) and (4) above have been included only once in this calculation.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Company is required to report to its stockholders those directors, officers and owners of more than 10% of any class of the Company's equity securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), who fail to timely file reports of beneficial ownership and changes in beneficial ownership, as required by Section 16(a) of the Exchange Act. Upon a review of these reports, the Company believes that all reports were filed on a timely basis.

PROPOSAL NO. 1 -- ELECTION OF DIRECTORS

Ten directors are to be elected by a plurality of the stockholder votes cast at the Meeting to serve until the 2000 Annual Meeting of Stockholders and until their successors shall be elected and shall qualify. The following persons have been nominated:

NAME	AGE	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS AND OTHER PUBLIC DIRECTORSHIPS	DIRECTOR OF COMPANY OR PREDECESSOR SINCE
Robert R. Henry	58	President of Robert R. Henry Co., Inc., a venture capital firm, since 1989. Managing Director of Morgan Stanley & Co., Inc. from 1977 to 1989. Advisory Director of Morgan Stanley and a director of Somanetics Corporation, a medical monitor manufacturer.	1996
A. Don Lummus	63	Chairman and Chief Executive Officer of Crudgington Machine Tools, a CNC machine tool manufacturer, since 1995. From 1984 to 1994, Vice Chairman of Sasib Bakery North America, Inc. (formerly Stewart Systems, Inc.), manufacturer of automated bakery equipment. Prior thereto, Chairman, President and Chief Executive Officer of Stewart Systems, Inc.	1984
John R. Miller III	58	President of Equal Opportunity Publications, Inc., publisher of special market trade magazines. Director of First National Bank of Long Island and its holding company, the First of Long Island Corporation.	1978
Philip G. Putnam	58	Executive Vice President, Brean Murray & Co. Inc., investment bankers, since 1996. From 1983 to 1996, Executive Vice President of American Asset Management Company, investment advisers.	1978
David P. Riley	52	President and Chief Executive Officer of the Company and its principal subsidiary, Middleby Marshall Inc. ("MM"). Director of Zebra Technologies Corporation, an industrial equipment manufacturer.	1983
Sabin C. Streeter	57	Adjunct Professor and Executive-in-Residence at Columbia Business School. Managing Director and Vice President of Donaldson, Lufkin & Jenrette Securities Corp., investment bankers, 1976 to 1990 and 1993 to 1997. Managing Director of Sprout Group, its venture capital affiliate, 1991 to 1993. Director of Oakwood Homes Corporation, and Parker/ Hunter Incorporated.	1987

NAME	AGE	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS AND OTHER PUBLIC DIRECTORSHIPS	DIRECTOR OF COMPANY OR PREDECESSOR SINCE
Joseph G. Tompkins	58	President, Saga Investment Co. Inc., an investment advisor, 1992 to present. From 1967 to 1995, Morgan Stanley & Co., Inc., serving as Advisory Director from 1992 to 1995 and Managing Director and Head of Asian Equity Business from 1976 to 1994. Member of	1996

		Advisory Committee, Center for Japanese Studies, Columbia Business School.	
William F. Whitman, Jr.	59	Chairman of the Board of the Company and MM.	1978
Laura B. Whitman (1)	31	Assistant Vice President of Christie's, New York. Specialist in Chinese Paintings, Christie's, New York, 1995 to 1997, and Sotheby's, New York, 1990 to 1995.	1996
Robert L. Yohe	63	Independent Director and Corporate Advisor. Vice Chairman and Director of Olin Corporation, a chemicals manufacturer, 1993 to 1994, and from 1985 to 1992, President of Olin Chemicals, a division of Olin Corporation. Director of Airgas, Inc., Calgon Carbon Corporation, LaRoche Industries, Inc. and Marsulex Inc.	1996

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(1) Ms. Whitman is the daughter of the Chairman of the Company.

The Board of Directors knows of no reason why any of the foregoing nominees will be unavailable to serve, but, in the event of any such unavailability, the proxies received will be voted for such substitute nominees as the Board of Directors may recommend.

COMMITTEES; BOARD MEETINGS

The Company has an Audit Committee composed of Messrs. Putnam (Chairman), Streeter and Tompkins, and Ms. Whitman. During the fiscal year ended January 2, 1999, the Audit Committee met twice for the purposes of (i) approving the selection of the Company's independent auditors; (ii) reviewing the arrangements for and scope of the audit; (iii) discussing any matters of concern to the Committee and/or the Board of Directors with regard to the Company's financial statements or other results of the audit; and (iv) reviewing the Company's internal accounting procedures and controls and the activities and recommendations of the Company's independent auditors.

The Company has a Compensation Committee composed of Messrs. Yohe (Chairman), Henry, Lummus and Miller. The Compensation Committee met once during the fiscal year ended January 2, 1999. The function of the Compensation Committee is to review and approve recommendations concerning the compensation of the Chairman of the Board and the President and Chief Executive Officer of the Company. The Company does not have a Nominating Committee.

The Board of Directors of the Company held four meetings during the fiscal year ended January 2, 1999, and each director attended at least 75% of all Board and applicable Committee meetings.

EXECUTIVE COMPENSATION

The following table sets forth information concerning the annual and long-term compensation for services to the Company in all capacities for the fiscal years ending January 2, 1999 (the "1998 fiscal year"), January 3, 1998 (the "1997 fiscal year") and December 28, 1996 (the "1996 fiscal year"), received by those persons who were, during the 1998 fiscal year, (i) the chief executive officer and (ii) the most highly compensated executive officers of the Company whose total annual salary and bonus exceeded $100,000.

SUMMARY COMPENSATION TABLE

		ANNUAL COMPENSATION			LONG-TERM COMPENSATION ---- AWARDS ----	
NAME AND PRINCIPAL	FISCAL	SALARY	BONUS	OTHER ANNUAL COMPENSATION	SECURITIES UNDERLYING OPTIONS/	ALL OTHER COMPENSATION

POSITION	YEAR	($)(1)	($)	($)(2)	SARS(#)(3)	($)
David P. Riley	1998	$325,555	$ 0	$42,000	100,000	$6,995
President and Chief	1997	$306,534	$320,000	$39,000	--	$7,852
Executive Officer	1996	$285,000	$228,615	$38,000	--	$6,960
William F. Whitman, Jr.	1998	$359,815	$ 0	$88,000	100,000	$7,273
Chairman of the	1997	$337,238	$320,000	$64,000	--	$8,234
Board	1996	$312,500	$228,615	$63,000	--	$7,343
John J. Hastings (5)	1998	$151,882	$ 0	--	--	$5,568
Executive Vice	1997	$148,405	$139,870	--	--	$6,529
President, Chief Financial Officer, Secretary and Treasurer	1996	$138,375	$ 76,205	--	5,000	$5,742

NOTES:

(1) Figures for the 1997 fiscal year represent a 53 week year.

(2) Amounts in 1998, 1997 and 1996 for Mr. Riley and Mr. Whitman represent director's fees for services to the Company and its subsidiaries.

(3) Amounts in 1998 to Mr. Riley and Mr. Whitman represent options to purchase shares of the Company's Common Stock awarded under the Company's 1998 Stock Incentive Plan. The amount in 1996 to Mr. Hastings represents options to purchase shares of the Company's Common Stock awarded under the Company's Amended and Restated 1989 Stock Incentive Plan (the "1989 Stock Incentive Plan" or the "1989 Plan").

(4) All Other Compensation consists of the following: (i) the Company's Profit Sharing Contributions on behalf of the executive officers above in the amounts of $4,489, $5,520 and $4,768 for 1998, 1997 and 1996 respectively; and (ii) insurance premiums paid by the Company on a group term life insurance policy as follows: Mr. Riley $2,506, $2,332 and $2,192; Mr. Whitman $2,784, $2,714 and $2,575 and Mr. Hastings $1,079, $1,009 and $974 (amounts shown are for each of 1998, 1997 and 1996 respectively).

(5) Mr. Hastings was appointed to these positions on August 27, 1993.

EMPLOYMENT AGREEMENTS

DAVID P. RILEY. The Company and MM entered into an employment agreement with Mr. Riley dated as of January 1, 1988, as restated and amended January 1, 1995 and as amended as of January 1, 1998. The employment agreement, as amended, provides for Mr. Riley to serve as President of the Company and President and Chief Executive Officer of MM (or in such other executive capacities as the Board of Directors of the Company and MM may designate) for a term ending December 31, 2003, and for a specified minimum amount of annual compensation. The agreement further provides that Mr. Riley shall be entitled to one-half of the amounts credited to the Company's executive bonus pool (i.e., 6% of the operating profits of MM, calculated prior to tax, interest, corporate office, and other allocation charges). The agreement contains provisions for termination in the event of death or disability, or for cause, and for the payment of base salary (subject to adjustment) for certain periods following termination of employment in certain events. The agreement provides that after Mr. Riley's termination for any reason, the Company will pay Mr. Riley or his designee retirement benefits in equal monthly installments commencing on the first day of the month following the later to occur of (i) the date of such termination of employment, or (ii) Mr. Riley's 55th birthday (whether or not he is then living). Each monthly installment of retirement benefits shall be in an amount (subject to consumer price index ("CPI") adjustments) equal to one-twelfth (1/12) of certain percentages (ranging from 10% to 50%) of Mr. Riley's total compensation in effect during the last year of his employment with the Company, depending on the date of termination of employment. Retirement benefits will be paid to Mr. Riley for his life, or if he dies before age 75, such benefits, reduced by 50%, will be paid to his spouse until Mr. Riley would have attained age 75.

In addition, MM and the Company may terminate the agreement without cause upon two years notice; further, Mr. Riley may terminate the agreement and continue to receive his base salary (subject to adjustment) for two years (but not beyond

December 31, 2003) if the Company and MM relocate their executive offices outside of the Chicago metropolitan area. If Mr. Riley voluntarily terminates his employment for certain reasons, or if the Company terminates the agreement for cause, then Mr. Riley may not compete with the Company or MM for a period of two years following termination of his employment. Moreover, the agreement extends to Mr. Riley rights similar to those extended to Mr. Whitman in the event of a change in control of the Company.

If Mr. Riley remains an employee of the Company until the first to occur of (i) his 55th birthday, or (ii) his death, the Company will maintain for the continued benefit of Mr. Riley and his spouse after termination of his employment all health and medical plans and programs which the Company maintains for its senior executives and their families.

WILLIAM F. WHITMAN, JR. The Company and MM entered into an employment agreement with Mr. Whitman dated as of March 10, 1978, as amended and restated January 1, 1995 and as amended as of January 1, 1998. The employment agreement, as amended, provides, among other things, for Mr. Whitman to serve as Chairman of the Board of Directors of the Company and Chairman of the Board of MM for a term ending December 31, 2003 and for a specified minimum amount of annual compensation. The agreement provides that Mr. Whitman is to be entitled to a distribution equal to one-half of the amounts credited to the Company's executive bonus pool, along with similar distributions of any other bonus or similar program established by the Company or MM. In addition, the employment agreement provides that Mr. Whitman shall be entitled to certain retirement benefits in the event of Mr. Whitman's termination of employment for any reason, including death or disability, such payments to commence on the first day of the month following the date of such termination of employment. Each monthly installment of retirement benefits shall be in an amount (subject to CPI adjustments) equal to one-twelfth (1/12) of 75% of Mr. Whitman's total compensation in effect during the last year of his employment with the Company. Any such retirement benefits will be reduced, commencing March 1, 2005, by the amount per month which Mr. Whitman is entitled to receive under the Salaried Retirement Plan of the Company which was terminated in 1982. Retirement benefits will be paid to Mr. Whitman for his life, or if he dies before age 75, until he would have attained age 75.

The employment agreement gives both parties the right to terminate in the event of a breach (willful breach, if the Company is terminating) of the obligations of the other party under the agreement,

with certain payments to Mr. Whitman in certain events. The agreement may also be terminated by the Company at any time without cause upon 90 days notice, such termination to be effective in two years, but in such event Mr. Whitman would be entitled to salary and bonus for such two-year period. After termination for any reason except breach by the Company or MM, the Company and MM may elect to pay Mr. Whitman his base salary for an additional year, in which event Mr. Whitman may not compete with the Company or MM for such period of time. Moreover, the agreement extends to Mr. Whitman the right to terminate his employment at any time during a two-year period following a change in control of the Company, and upon such termination Mr. Whitman is entitled to receive as severance pay an amount equal to two years of his base salary, all accrued but unpaid salary, all benefits under the executive bonus pool and all retirement benefits under the agreement.

In addition, the Company maintains for the continued benefit of Mr. Whitman and his spouse all health and medical plans and programs which the Company maintains for its senior executives and their families. Mr. Whitman and his spouse are entitled to such health and medical benefits for life.

SUPPLEMENTAL RETIREMENT BENEFIT PLAN

The Company has terminated the supplemental retirement benefit plan (which was originally adopted July 5, 1993) which it maintained for the benefit of senior management employees who retired from the Company or MM. There is one individual with rights remaining under this plan.

The supplemental retirement benefit plan, which is unfunded, provides for an annual retirement benefit equal to 1.25% of base salary for each year of service beginning January 1, 1993, with a twenty year maximum. The maximum annual benefit is 25% of base salary after 20 years of service, beginning January 1, 1993. Retirement age is 65, and participants must be employees of the Company or MM at the time of retirement to obtain this benefit. For the purpose of the plan, base salary is the average salary for the last three years of service prior to retirement. The number of years of service is based on the date of hire or January 1, 1993, whichever is later. Partial years of service are not counted. Plan benefits are not subject to off-set for social security or other non-plan benefits.

The following table indicates examples of annual pension benefits to be paid in an annuity of equal monthly installments upon normal retirement at age 65:

ESTIMATED ANNUAL PENSION BENEFITS AT AGE 65

AVERAGE FINAL THREE YEARS OF BASE SALARY	5 YEARS SERVICE	10 YEARS SERVICE	15 YEARS SERVICE	20 YEARS SERVICE
$ 100,000	$ 6,250	$ 12,500	$ 18,750	$ 25,000
150,000	9,375	18,750	28,125	37,500
200,000	12,500	25,000	37,500	50,000
250,000	15,625	31,250	46,875	62,500
300,000	18,750	37,500	56,250	75,000

SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

In place of the supplemental retirement benefit plan, the Company adopted a supplemental executive retirement plan, effective July 1, 1998, for a select group of management or highly compensated employees, as designated by the committee appointed to administer the plan. The purpose of the plan is to provide supplemental retirement benefits to selected key employees upon termination of employment, disability or death in order to recruit and retain such employees. The committee responsible for administering the plan consists of the Chief Executive Officer, the Chief Financial Officer and the Treasurer or Assistant Treasurer of the Company (the "Committee"). The Committee has sole and absolute discretion to determine the eligibility of individuals for benefits under the plan, as well as the timing and amount of awards to plan participants. Each individual award that

the Committee grants to a plan participant has a five (5) year vesting period and is accounted for in separate bookkeeping participant accounts.

Upon retirement, at or after age 60, a plan participant is eligible to receive 100% of those awards in which the participant is vested. In general, participants are not eligible to receive any portion of awards in which they are not vested. Participants who terminate employment with the Company at or after age 60 and with 20 or more years of service are vested in all awards previously granted to them. The Committee also has the discretion to vest all of a participant's awards upon retirement with a lesser number of years of service to the Company. Upon retirement, each of the retiring individual's vested awards are multiplied by the interest rate applicable to each award, as provided in the plan, and these amounts are paid to the individual in fifteen (15) annual payments.

In the event of a participant's death or disability prior to retirement, the participant's beneficiary will be able to receive the participant's vested award balance plus interest payable in fifteen (15) annual payments. At the discretion of the Committee, and upon the beneficiary's request, a participant's beneficiary may receive a reduced lump sum payment, in lieu of the fifteen (15) annual payments.

If a participant's employment is terminated prior to retirement the individual is entitled to a lump sum payment of all vested awards under the plan without interest.

In certain circumstances, participants may also receive in-service distributions of all or a portion of vested awards (i.e., unforeseeable emergency or complete cash-out from the plan).

In the event that a retired participant who is receiving retirement benefits under the plan engages in competition with the Company, the Committee has the option to cease all annual installment benefits and pay the participant a reduced lump-sum amount in complete satisfaction of all benefits to such participant. The determination of whether competition exists will be made by the

Committee in the exercise of its sole and absolute judgment.

PROFIT SHARING PLAN

The Company maintains a tax-qualified Profit Sharing and Savings Plan for those of its employees and the employees of affiliated employers who are not union employees, non-resident aliens or leased employees. Each eligible employee becomes a participant upon employment. This Plan provides for an annual discretionary contribution by the Company and affiliated companies. The contribution is allocated to individual accounts of participants in proportion to their compensation and is integrated with the applicable Social Security taxable wage base. A participant's profit sharing account begins vesting after 3 years of service with the Company and affiliated employers and is fully vested after 7 years of service. A participant whose employment terminates for reasons other than death, total disability or retirement on or after attaining age 65 is entitled only to the vested portion of his account. The Plan also permits participants to contribute to their own accounts on a pre-tax basis by means of compensation reduction elections. The portion of a participant's account that is attributable to compensation reduction contributions is always 100% vested. The Plan also permits the Company and affiliated employers to make discretionary matching contributions under the Savings Plan that are allocated to participants as a uniform percentage of their compensation reduction contributions for the same year. The portion of a participant's account that is attributable to matching contributions is subject to the same vesting rules that apply to that participant's profit sharing account. During the fiscal year ended January 2, 1999, the Company made Profit Sharing Plan contributions of $300,000 and no matching contributions to the Savings Plan. Aggregate contributions to executive officers in such fiscal year totaled an estimated $13,467.

STOCK OPTION GRANTS

The following table sets forth certain information concerning individual grants of stock options made during the fiscal year ended January 2, 1999 to the named executive officer of the Company receiving such grants under the Company's 1998 Stock Incentive Plan.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS/SARS GRANTED (#)	PERCENT OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE PER SHARE ($/SH)	EXPIRATION DATE	5% ($)	10% ($)
William F. Whitman, Jr.	100,000(1)	50%	$ 7.094(2)	2/19/08	$ 446,138	$1,130,601
David P. Riley	100,000(1)	50%	$ 7.094(2)	2/19/08	$ 446,138	$1,130,601

NOTES:

(1) 40,000 of such options became immediately exercisable. An additional 30,000 of such options become exercisable when the price of the Company's Common Stock reaches $10.094 and the remaining 30,000 shares become exercisable when the price of the Company's Common Stock reaches $14.094.

(2) The exercise price was based upon a calculation of the average closing price of the Company's Common Stock for the four business days subsequent to the release of fourth quarter 1997 earnings.

OPTION EXERCISES AND FISCAL YEAR-END VALUES

The following table sets forth certain information concerning the exercise of stock options during the fiscal year ended January 2, 1999 by each of the named executive officers and the fiscal year-end value of unexercised options under the 1998 Stock Incentive Plan and the 1989 Stock Incentive Plan. Options awarded under these plans become exercisable in accordance with the terms of the grant.

AGGREGATED OPTION/SAR EXERCISES IN LAST FISCAL YEAR
AND FY-END OPTION/SAR VALUES

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED ($)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARS AT FY-END(#) EXERCISABLE/ UNEXERCISABLE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARS AT FY-END($) EXERCISABLE/ UNEXERCISABLE
David P. Riley	0	n/a	40,000/60,000	$0/$0
William F. Whitman, Jr.	0	n/a	40,000/60,000	$0/$0
John J. Hastings	0	n/a	18,500/2,500	$19,750/$0

STOCK PRICE PERFORMANCE GRAPH

The graph below compares five-year cumulative total return for a stockholder investing $100 in the Company on December 31, 1993 with the Nasdaq Stock Market Index and the Index of Nasdaq Non-Financial Stocks over the same period, assuming reinvestment of dividends. The Company does not believe it is feasible to provide a comparison against a group of peer companies, as there is an insufficient number of other similar publicly traded companies. The following graph shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 (the "Securities Act") or the Exchange Act, except to the extent the Company specifically incorporates the information contained therein by reference, and shall not otherwise be deemed filed under such Acts.

EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

DOLLARS	1993	1994	1995	1996	1997	1998
The Middleby Corporation	100	161.90	361.90	242.86	297.64	138.10
The Nasdaq Stock Market Index	100	97.75	138.26	170.00	208.58	293.21
Nasdaq Non-Financial Stocks Index	100	96.16	134.03	162.84	191.05	279.82

REPORT OF THE COMPENSATION COMMITTEE AND BOARD OF DIRECTORS

This Report of the Compensation Committee and Board of Directors shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act or under the Exchange Act except to the extent the Company specifically incorporates the information contained herein by reference, and shall not otherwise be deemed filed under such Acts.

The Compensation Committee reviews and approves recommendations concerning the compensation of the Chairman and the President and Chief Executive Officer of the Company. The full Board of Directors reviews the Company's operating profit target levels and the bonus component of the compensation of executive officers and senior managers of the Company, other than the Chairman and the President and Chief Executive Officer. The basic strategy of the Compensation Committee is to have a significant portion of executive compensation at risk, where payment of bonuses is tied to performance and creating shareholder value.

William F. Whitman, Jr., Chairman of the Board, and David P. Riley, President and Chief Executive Officer, are employed by the Company pursuant to individual employment agreements. These employment agreements are summarized elsewhere in this Proxy Statement. Mr. Whitman's employment agreement establishes the components of his compensation arrangement as a minimum base salary plus a bonus based upon Company performance as measured by a percentage of defined operating profits. Mr. Riley's employment agreement also provides for a minimum base salary plus a bonus identical to that of Mr. Whitman (i.e., based on Company performance as measured by the same percentage of defined operating profits). The current levels of base salary for Messrs. Whitman and Riley have been determined on the basis of the value contributed by these individuals to the longstanding operations of the Company and MM. The bonus formula for the Chairman and the President and Chief Executive Officer was originally established in 1978 and amended in 1992, and is directly related to the operating profits of the Company. The Compensation Committee believes that such formula emphasizes paying for performance, the achievement of operating profits, where bonuses are tied to generating shareholder value.

The compensation of other executive officers and senior managers of the Company are set at levels to be competitive with amounts paid to executive officers and senior managers with comparable qualifications, experience and responsibilities at other businesses of similar type or with similar market capitalization. Such individuals receive a salary and also participate in an annual Management Incentive Compensation Plan. The Plan provides for payment of bonuses determined as a percentage of such participant's base salary depending on the achievement of certain levels of operating profits, earnings before tax and/or return on investment percentage. Target levels are set annually to be in line with the Company's annual budget, and are presented by the President and Chief Executive Officer to the Board of Directors for review and approval.

The Board of Directors believes that awards under the Company's incentive plans link the financial interests of management with those of the stockholders. Grants during any fiscal year, including the fiscal year ended January 2, 1999, are based on an individual's long-term contribution to the operations of the Company and MM.

The Compensation Committee:
Robert L. Yohe, Chairman, Robert R. Henry,
A. Don Lummus and John R. Miller III

Other Directors:
William F. Whitman, Jr., David P. Riley, Philip G. Putnam,
Sabin C. Streeter, Joseph G. Tompkins and Laura B. Whitman

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee consists of Robert R. Henry, A. Don Lummus, John R. Miller III and Robert L. Yohe, all of whom are independent directors of the Company and are not officers of the Company. William F. Whitman, Jr., the Chairman of the Board, and David P. Riley, the President and Chief Executive Officer of the Company, participate with the full board in reviewing and approving certain components of compensation of other executive officers and senior managers. Recommendations concerning the compensation of Messrs. Whitman and Riley, however, are subject to the review and approval of the Compensation Committee.

DIRECTORS' COMPENSATION

Each director of the Company receives an annual fee of $12,000, and each director who is not an officer of the Company receives an additional fee of $1,000 for each meeting of the Board of Directors or committee thereof that he or she attends. Each director who serves as a committee chair receives an additional annual fee of $2,000.

DIRECTORS' RETIREMENT PLAN

The Company maintains an unfunded retirement plan for non-employee directors. The plan provides for an annual benefit upon retirement from the Board of Directors at age 70, equal to 100% of the director's last annual retainer, payable on a quarterly basis for a number of years equal to the director's years of service, up to a maximum of 10 years.

PROPOSAL NO. 2 -- RATIFICATION OF SELECTION OF INDEPENDENT PUBLIC ACCOUNTANTS

The firm of Arthur Andersen LLP has audited the books and records of the Company since its inception and the Board of Directors desires to continue the services of this firm for the current fiscal year ending January 1, 2000. Accordingly, the Board of Directors will recommend at the Meeting that the stockholders ratify the appointment of the firm of Arthur Andersen LLP to audit the accounts of the Company for the current fiscal year. Representatives of that firm are expected to be present at the Meeting with the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE IN FAVOR OF RATIFICATION OF THE SELECTION OF ARTHUR ANDERSEN LLP.

MISCELLANEOUS

The Company's 1998 Annual Report to Stockholders is being mailed to stockholders contemporaneously with this Proxy Statement.

COST OF SOLICITATION

All expenses incurred in the solicitation of proxies will be borne by the Company. In addition to the use of the mails, proxies may be solicited on behalf of the Company by directors, officers and employees of the Company or by telephone or telecopy. The Company will reimburse brokers and others holding Common Stock as nominees for their expenses in sending proxy material to the beneficial owners of such Common Stock and obtaining their proxies.

PROPOSALS OF SECURITY HOLDERS

Proposals of stockholders intended to be presented at the 2000 Annual Meeting of Stockholders under SEC Rule 14a-8 must be made in accordance with the Company's By-Laws, and must be received by the Secretary of the Company at the Company's principal executive offices for inclusion in the Company's Proxy Statement and form of proxy relating to that meeting no later than December 13, 1999.

Notice of stockholder matters intended to be submitted at the next annual meeting outside the processes of Rule 14a-8 will be considered untimely if not received by the Company by February 25, 2000.

By order of the Board of Directors.

JOHN J. HASTINGS
SECRETARY

Dated: April 9, 1999

THE MIDDLEBY CORPORATION

2850 W. GOLF ROAD, SUITE 405, ROLLING MEADOWS, ILLINOIS 60008
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints William F. Whitman, Jr., David P. Riley and John J. Hastings, and each of them, with full power of substitution, attorneys and proxies to represent the undersigned at the 1999 Annual Meeting of Stockholders of THE MIDDLEBY CORPORATION (the "Company") to be held at the Company's facility located at 1400 Toastmaster Drive, Elgin, Illinois at 10:30 a.m. local time, on Thursday, May 13, 1999, or at any adjournment thereof, with all power which the undersigned would possess if personally present, and to vote all shares of stock of the Company which the undersigned may be entitled to vote at said Meeting as follows:

1. ELECTION OF DIRECTORS

/ / FOR all nominees listed below (unless name of nominee is crossed out) / / WITHHOLD AUTHORITY

Robert R. Henry A. Don Lummus John R. Miller III David P. Riley Sabin C. Streeter Philip G. Putnam
Joseph G. Tompkins William F. Whitman, Jr. Laura B. Whitman Robert L. Yohe

2. PROPOSAL TO RATIFY THE SELECTION OF ARTHUR ANDERSEN LLP AS INDEPENDENT AUDITORS

/ / FOR   / / AGAINST   / / ABSTAIN

3. IN THEIR DISCRETION, ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING (which the Board of Directors does not know of prior to April 9, 1999)

/ / FOR   / / AGAINST   / / ABSTAIN

Management recommends your vote FOR all proposals.

THIS PROXY IS CONTINUED ON THE REVERSE SIDE. PLEASE SIGN ON THE REVERSE SIDE AND RETURN PROMPTLY.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES FOR DIRECTORS AND FOR THE RATIFICATION OF THE SELECTION OF ARTHUR ANDERSEN LLP AS INDEPENDENT AUDITORS, AND WILL CONFER THE AUTHORITY IN PARAGRAPH 3.

Receipt is hereby acknowledged of the Notice of the Meeting and Proxy Statement dated April 9, 1999, as well as a copy of the 1998 Annual Report to Stockholders.

Dated:
------------------------, 1999.

(SIGNATURE(S) OF STOCKHOLDER(S))

WHEN SIGNING AS ATTORNEY, EXECUTOR, ADMINISTRATOR, TRUSTEE OR GUARDIAN, PLEASE GIVE TITLE. EACH JOINT OWNER IS REQUESTED TO SIGN. IF A CORPORATION OR PARTNERSHIP, PLEASE SIGN BY AN AUTHORIZED OFFICER OR PARTNER. PLEASE SIGN IN THE SAME MANNER AS YOUR CERTIFICATE(S) IS (ARE) REGISTERED.

PLEASE COMPLETE, DATE, SIGN AND RETURN this proxy in the envelope provided.