FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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* DANZIGER THOMAS					2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [MIDD] 3. Date of Earliest Transaction (Month/Day/Year)									Relationship of Reporting Person(s) to Issuer (Check all applicable) Director						
Last) (First) (Middle)				02/25/2004										belov	w)		below	')		
C/O DANZIGER AND DANZIGER					4 If Amendment, Date of Original Filed (Month/Day/Year)									6 Individual or Joint/Group Filing (Check Applicable						
405 PARK AVE SUITE 1104														Line)						
(Street)														Form filed by More than One Reporting						
NEW YORK NY 10022																			F	
City) (State) (Zip)																				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)			Date					3. Transaction Code (Instr. 8)						nd 5) Securi Benefi Owned		ties cially	6. Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Co	de	v	Amount		(A) or (D)	Price	e	Reported Transaction(s)		(iiist	1. 4)	(msu. 4)	
Common Stock			2004			ı		J ⁽¹⁾		1,898,974	1)(2)	D	(1)		0			I	Reporting person acts as trustee of trust	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
curity or Exercise (Month/Day/Year) if any				ransaction of Derivat Securit (A) or Disposo of (D) (Instr. 3 and 5)			ative rities ired seed . 3, 4	Expi (Mor	ration nth/Da	Date y/Year)	Amour or Number of		str. ount	t		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fir NZIGER AN RK AVE SUI Security (Inst	(First) (NNZIGER AND DANZIGER A	(First) (Middle) NZIGER AND DANZIGER RK AVE SUITE 1104 CRK NY 10022 (State) (Zip) Table I - Non-Deri Security (Instr. 3) 2. Transaction Date (Month/Day/Y) Conversion or Exercise Price of Derivative 2. Transaction Date (Month/Day/Year) (e.g., price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) NZIGER AND DANZIGER RK AVE SUITE 1104 Table I - Non-Derivat Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative (e.g., puts 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) 8)	MIDI 3. Date 02/25	Stock Stoc	Stock MIDDLEBY	Conversion or Exercise Price of Derivative Security Securities Security Securities Securi	Security (Instr. 3) Security (Instr. 3)	MIDDLEBY CORP [MI 3. Date of Earliest Transaction (Mor o2/25/2004 4. If Amendment, Date of Original Facurities (Morth/Day/Year) Table I - Non-Derivative Securities Acquired, D Security (Instr. 3) Table II - Non-Derivative Securities Acquired, D Security (Instr. 3) Table II - Derivative Securities Acquired, D Security (Instr. 3) Table II - Derivative Securities Acquired, D Code V Table II - Derivative Securities Acquired, D Code (Instr. 8) Table II - Derivative Securities Acquired, D Code (Instr. 8) Table II - Derivative Securities Acquired, D Code (Instr. 8) Table II - Derivative Securities Acquired, D Code (Instr. 8) Table II - Derivative Securities Acquired, D Code (Instr. 8) Table II - Derivative Securities Acquired, D Code (Instr. 8) Date Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date (A) or Disposed of (D) (Instr. 3, 4 and 5)	MIDDLEBY CORP [MIDD]	MIDDLEBY CORP [MIDD]	MIDDLEBY CORP [MIDD]	MIDDLEBY CORP MIDD MIDDLEBY CORP MIDDLEBY CORP	Check Cirist Check Check Cirist Check Che	Check all app Direct	Check all applicable Director Officer (give title below)	MIDDLEBY CORP [MID] Check all applicable	Check all applicable Director X 10% of Officer (give title below)	

Explanation of Responses:

- 1. Reporting person distributed to its beneficiaries all of the shares of Issuer held by reporting person. No consideration was paid or received.
- 2. Includes 255,300 shares of common stock deemed to be beneficially owned by a trust whose beneficiary is the spouse of William F Whitman Jr

Thomas Danziger 02/27/2004

** 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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