FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>LINDSAY MARTIN M</u>						2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [MIDD]								(Check	tionship of Reportir all applicable) Director Officer (give title		ng Person(s) to Is 10% O Other (wner	
(Last) 1400 TO	(First) (Middle) TOASTMASTER DR					3. Date of Earliest Transaction (Month/Day/Year) 03/25/2020								X	below	below) VP, Treasurer a		below)		
(Street) ELGIN (City)	IL (Sta		0120 Zip)		4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv Line) X	Form Form	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	I - No	on-Deriva	tive S	Secui	rities	Acc	quired	l, Dis	sposed of	, or E	Benefic	cially	Own	ed				
Date				2. Transacti Date (Month/Day	/Year) Execu		Deemed cution Date, y nth/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquire Disposed Of (D) (Ins					5. Amount of Securities Beneficially Owned Following Reported			7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) o (D)	Price		Transa	action(s) . 3 and 4)			(5011 4)				
Common Stock 03/25/20					020	20			A ⁽¹⁾		5,300(1)	A	(1)	74,514			D		
Common Stock 03			03/25/2	020				F ⁽²⁾		2,348(2)	D	\$55.	\$55.69 ⁽²⁾		72,166		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)	erivative Conversion Date ecurity or Exercise (Mon		3. Transaction Bate Exec Month/Day/Year) (Mon		4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer Expiration D (Month/Day/		ate	7. Titl Amou Secur Under Derive Secur 3 and	int of rities rlying ative rity (Instr	Der Sec (Ins	rice of ivative urity tr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownersh Form: / Direct (Direct (I) or Indirect (I) (Instr.	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerci	isable	Expiration Date	Title	Amount or Number of Shares	r						

Explanation of Responses:

- 1. Represents shares of stock that were issued in exchange for the reporting person's annual performance based cash bonus at the same value as would have otherwise been paid in cash for the bonus. The shares of stock fully vested on date of grant. The shares of were issued to the reporting person pursuant to the 2011 Long Term Incentive Plan.
- 2. Transaction related to surrender of shares to fund reporting person's tax liability related to vesting of restricted stock.

Martin M. Lindsay

04/15/2020

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.