

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* <u>DOLORI PHIL DR</u> (Last) (First) (Middle) <u>C/O MIDDLEBY CORPORATION</u> <u>1400 TOASTMASTER DRIVE</u> (Street) <u>ELGIN IL 60120</u> (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>Group President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2006</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	01/03/2007		M ⁽¹⁾		2,500	A	\$53.93 ⁽¹⁾	17,187	D	
common stock	01/04/2007		M ⁽¹⁾		2,500	A	\$53.93 ⁽¹⁾	19,687	D	
Common Stock	01/03/2007		S ⁽²⁾		2,500	D	\$105 ⁽²⁾	17,187	D	
Common Stock	01/04/2007		S ⁽²⁾		2,500	D	\$107.5 ⁽²⁾	14,687	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						Title
Option to Buy	\$53.93 ⁽¹⁾	01/03/2007		M ⁽¹⁾		2,500 ⁽¹⁾		02/28/2006	02/28/2015	common stock	2,500 ⁽¹⁾	\$53.93 ⁽¹⁾	31,500	D	
Option to Buy	\$53.93 ⁽¹⁾	01/04/2007		M ⁽¹⁾		2,500 ⁽¹⁾		02/28/2006	02/28/2015	common stock	2,500 ⁽¹⁾	\$53.93 ⁽¹⁾	29,000	D	

Explanation of Responses:

- Reporting person was granted 25,000 Middleby Corporation stock options on February 28, 2005 with an expiration date of February 28, 2015. On the date of grant the closing market price of Middleby Corporation common stock was \$53.93.
- Shares sold pursuant with 10b5-1 plan as reported

Phil Dei Dolori 01/05/2007
 ** 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.

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.