

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>BASSOUL SELIM A</u> _____ (Last) (First) (Middle) <u>6 HUBBELL COURT</u> _____ (Street) <u>BARRINGTON IL 60120</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MIDDLEBY CORP [ midd ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/22/2003</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b> _____		

**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	09/22/2003		M		3,750 <sup>(1)</sup>	A	\$5.25	242,530	D	
Common Stock	09/22/2003		M		5,000 <sup>(2)</sup>	A	\$9.625	247,530	D	
Common Stock	09/22/2003		M		25,000 <sup>(3)</sup>	A	\$4.5	272,530	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						Amount or Number of Shares
Stock Option	\$5.25	09/22/2003		M		3,750 <sup>(1)</sup>		11/01/2000	11/01/2006	Common Stock	5,000	5.25	280,000	D	
Stock Option	\$9.625	09/22/2003		M		5,000 <sup>(2)</sup>		07/22/2001	07/22/2007	Common Stock	5,000	\$9.625	275,000	D	
Stock Option	\$4.5	09/22/2003		M		25,000 <sup>(3)</sup>		02/19/2002	02/14/2004	Common Stock	25,000	\$4.5	250,000	D	

**Explanation of Responses:**

- Purchase was a result of an option exercise of 3,750 shares. The options were granted on November 1, 1996 at a grant price of \$5.25 for a total of 5000 shares. This option grant is fully exercised.
- Purchase was a result of an option exercise of 5,000 shares. The options were granted on July 22, 1997 at a grant price of 9.625 for a total of 5000 shares. The option grant is fully exercised.
- Purchase was a result of an option exercise of 25,000 shares. The options were granted on February 19, 1999 at a grant price of \$4.50 for a total of 25000 shares. This option grant is fully exercised.

**Remarks:**

Martin M. Lindsay signing on behalf of Selim A Bassoul as outlined in a Power of Attorney dated 09/22/03

Selim A. Bassoul 09/24/2003  
 \*\* 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.