

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0362 |
| Estimated average burden hours per response: | 1.0       |

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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*<br><b>BASSOUL SELIMA A</b><br><br>(Last) (First) (Middle)<br><b>C/O THE MIDDLEBY CORPORATION</b><br><b>1400 TOASTMASTER DRIVE</b><br><br>(Street)<br><b>ELGIN IL 60120</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>MIDDLEBY CORP [ MIDD ]</b>      | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CEO, Chairman, President</b> |
|   | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><b>01/01/2011</b> |  |
| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price              |  |  |   |
| Common Stock                    | 05/28/2008                           |  | A4 <sup>(1)(2)</sup>           | 90,000 <sup>(1)</sup>   | A          | \$0 <sup>(1)</sup> | 873,855 <sup>(3)</sup>   | 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) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- On May 28, 2008 90,000 shares of restricted stock were granted to the reporting person. The grant vests in four equal installments as follows: After Jan 1, 2009, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$61.23/ share between Jan 1 2009 and Jan 1 2012. After Jan 1, 2010, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$67.35/ share between Jan 1 2010 and Jan 1 2013. After January 1, 2011, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$74.08/ share between Jan 1 2011 and Jan 1 2014. After Jan 1, 2012, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$81.49/ share between Jan 1 2012 and Jan 1 2015.
- Representative of reporting person failed to file original Form 4 regarding the May 28, 2008 restricted stock grant. All of the Issuers 10-Q, 10-K, and annual proxy statements, subsequent to May 28, 2008 grant, accurately reflected the May 28, 2008 restricted stock grant.
- Reporting persons holdings after the May 28, 2008 grant were 851,000 shares.

Martin M. Lindsay POA      02/11/2011

\*\* 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.