FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-0287										
Estimated average b	urden										
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).

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* LINDSAY MARTIN M					2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [MIDD]								Check	cionship of Reporting all applicable) Director Officer (give title		g Person(s) to Is 10% Over (s)		wner	
(Last) (First) (Middle) 1400 TOASTMASTER DR			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2020									X	below			below)	' '		
(Street) ELGIN (City)	IL (Sta		012(Zip))	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/04/2020									Indivine)	lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table	I - N	lon-Deriva	tive	Secur	ities	Ac	quir	ed, Di	sposed of	, or B	enefici	ially	Own	ed			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye			ear) if	2A. Deemed Execution Date, if any (Month/Day/Year)		•,	3. Transaction Code (Instr. 8) 4. Securities Disposed Of		Acquired (A) or D) (Instr. 3, 4 and 5)		5)	5. Amount of Securities Beneficially Owned Following Reported		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		Transaction(s) (Instr. 3 and 4)				(111301.44)
Common Stock 03/02/20				03/02/202	0			A ⁽¹⁾		2,272(1)	A	(1)		70,743			D		
Common Stock 03/02/202				0				F ⁽²⁾		1,037(2)(3)	D	\$111.9	L.99 ⁽²⁾ 6		69,706		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)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any					ransaction of ode (Instr. Derivativ		rative rities ired r osed)	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)				9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	y C F O (I	0. Ownership Form: Direct (D) or Indirect I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Dat Exe	te ercisable	Expiration Date	Title	or Number of Shares						

Explanation of Responses:

- 1. Represents shares acquired upon vesting of performance-based restricted stock that were awarded on August 9, 2019.
- 2. Transaction related to the surrender of shares to fund reporting person's tax liability related to vesting of performance-based restricted stock.
- 3. This form corrects the Form 4 previously filed for this transaction which contained an incorrect number of shares that were surrendered to fund reporting person's tax liability related to vesting of performance-based restricted stock.

04/01/2020 Martin M. Lindsay

** 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.