

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

1. Name and Address of Reporting Person* <u>FITZGERALD TIMOTHY JOHN</u> (Last) (First) (Middle) C/O MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE (Street) ELGIN IL 60120 (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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/12/2007</u>		

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	03/08/2007 ⁽²⁾		A ⁽²⁾		22,500 ⁽¹⁾⁽²⁾	A	\$0 ⁽¹⁾⁽²⁾	77,335	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					

Explanation of Responses:

1. On March 8, 2007 22,500 shares of restricted stock were granted to the reporting person. The grant vests in five equal installments as follows: After Jan 1, 2008, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$125/ share between Jan 1 2008 and Jan 1 2010. After Jan 1, 2009, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share between Jan 1 2009 and Jan 1 2011. After January 1, 2010, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$155/ share between Jan 1 2010 and Jan 1 2012. After Jan 1, 2011, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$175/ share between Jan 1 2011 and Jan 1 2013. After Jan 1, 2012, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$200/ share between Jan 1 2012 and Jan 1 2014.

2. Transaction date was erroneously reported as March 9, 2007 on the reporting person's original Form 4. The transaction was effected on March 8, 2007.

Timothy Fitzgerald 03/15/2007

** 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.