FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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*  BASSOUL SELIM A							2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [ MIDD ]											ip of Reporting F plicable) ctor		son(s) to		
(Last)	(Fin	,		dle)		3. Date of Earliest Transaction (Month/Day/Year) 09/06/2005										X	belov	Officer (give title below)		Other (spec below)		
C/O THE MIDDLEBY CORPORATION 1400 TOASTMASTER DRIVE				ŀ.												CEO, Chairman, President						
						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)																X	Form filed by One Reporting Person					
ELGIN	LGIN IL 60120																Form filed by More than One Reporting Person					
(City)	(Sta	ate) (Z	<u>Z</u> ip)														. 0.0					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
Da				2. Transaction Date (Month/Day/Yea	2A. Deem Execution if any (Month/D			Date,	Co	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a				and 5) Secu Bene Own		nount of rities ficially ed wing	Form (D) o	ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Co	ode	v	Amount		(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(111341	. 4)	(111341. 4)	
Common	09/06/2005				5	S <sup>(1)</sup>		30,000(1)		D	\$66.5325(2)		559,530			D						
Common Stock				09/07/2005				5	S <sup>(1)</sup>		1	0,000(1)	D \$66.3		342 <sup>(2)</sup>	549,530			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)	ative Conversion Date Execution Date, ity or Exercise (Month/Day/Year) if any					4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration I (Month/Day/			ate	7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4)		Secu (Inst	ivative urity tr. 5)	9. Number of derivative Securities Securities Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	wnership orm: irect (D) r Indirect (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Co	de	v	(A)	(D)	Date Exe	e rcisab	le	Expiration Date	Title	Number of Shares							

## Explanation of Responses:

- 1. Sales made pursuant to the filing person's 10b5-1 trading plan as disclosed on The Middleby Corporation's Current Report on Form 8-k filed on June 14, 2005.
- 2. Average sale price

Selim A. Bassoul

09/08/2005

\*\* 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.