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

(Last) (First) (Middle) 1400 TOASTMASTER DR (Street) (Africe 1) (Africe 1) (City) (State) (Zip) (Africe 1) (Africe 1) (City) (State) (Zip) (Zip) (Zip) (Africe 1) (Afr	1. Name and Address of Reporting Person [*] SIERON MARK A						2. Issuer Name and Ticker or Trading Symbol MIDDLEBY CORP [MIDD]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Street) ELGIN IL 60120 City (State) (Zip) Image: City (Image: City) (State) (Zip) Image: City (Image: City) (Image: City) (Image: City) (Image: City) Image: City (Image: City) (Image: City) (Image: City) (Image: City) (Image: City) (Image: City) Image: City (Image: City) (Image: City) <t< td=""><td colspan="4"></td><td colspan="9"></td><td></td><td>Х</td><td></td><td colspan="2">w)</td><td colspan="2">,</td></t<>															Х		w)		,		
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4) 5. Amount of Securities Beneficially Owned (Instr. 4) 5. Amount of Securities Beneficially Owned (Instr. 4) 6. Ownership of Indirect (I) or (Instr. 4) Common Stock 03/09/2007 A ⁽¹⁾ 10,000 ⁽¹⁾ A \$0 ⁽¹⁾ 40,100 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired (A) or Code (Instr. 3) 3. Transaction Date (Month/Day/Year) 5. Number of Or Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Derivative Securities (Month/Day/Year) 9. Number of Or Indirect (I) or in	(Street) ELGIN IL 60120				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									ne) X	Form Form	n filed by One Reporting Person n filed by More than One Reporting				
Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 3) Disposed Of (D) (Instr. 3, 4 and 5) Securities and 5) Securities Beneficially Owned (Instr. 4) Form: Direct (Instr. 4) Form: Direct (Instr. 4) of In Beneficially Owned Common Stock 03/09/2007 A ⁽¹⁾ 10,000 ⁽¹⁾ A \$0 ⁽¹⁾ 40,100 D Table II - Derivative Security Security 3. Transaction Date (Instr. 3) 3. Transaction Derivative Security 3. Transaction (Month/Day/Year) 4. Transaction (Month/Day/Year) 5. Number of Derivative (Month/Day/Year) 6. Date Exercisable and of (D) (Instr. 3, 4 and 5) 7. Title and Amount of Securities Securities 8. Price of Derivative Securities 9. Number of Derivative Securities 10. Owned Form: End Securities	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
Code V Amount (A) or (D) Price Transaction(s) (Instr. 3 and 4) Transaction(s) (Instr. 3 and 4) Common Stock 03/09/2007 A ⁽¹⁾ 10,000 ⁽¹⁾ A \$0 ⁽¹⁾ 40,100 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) 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Month/Day/Year) 5. Number of Derivative Securities 6. Date Exercisable and Derivative Securities (Month/Day/Year) 7. Title and Amount of Securities (Month/Day/Year) 8. Price of Derivative Securities (Month/Day/Year) 9. Number of Ode (Instr. 8) 10. Derivative Securities (Month/Day/Year) 10. Ownership Or (D) (Instr. 3, 4 and 5) 8. Price of Derivative Security (Instr. 4) 9. Number of derivative Security (Instr. 4) 10. Ownership Or (D) Owned Following (Instr. 4)	Date					y/Year)	Year) Execution Date,			Transaction Disposed Code (Instr. and 5)						3, 4 Secur Benef Owne Follo		ties cially t	Form (D) o Indir	n: Direct r ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 8. Price of Derivative Security 9. Number of derivative Securities 9. Number of derivative Securities 9. Number of derivative Securities 10. 11. I 1. Title of Security (Instr. 3) 2. Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Derivative Securities 5. Number of Derivative Securities 6. Date Exercisable and Execution Date (Month/Day/Year) 7. Title and Amount of Disposed of (D) (Instr. 3, 4 and 5) 8. Price of Derivative Securities 9. Number of derivative Securities 10. Ownership Form: Securities 10. Ownership Form: Disposed of (D) (Instr. 4) 11. I										Code	v	Amount			Price	e 1	Fransa	saction(s)			
1. Title of Derivative Security (Instr. 3) 2. Or Exercise Price of 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 Security 6. Date Exercisable and (Month/Day/Year) 7. Title and Amount of Derivative Securities 8. Price of Derivative Securities 9. Number of derivative Securities 0. Ownership Porm: (Instr. 3, 4 and 5)	Common Stock 03/09/20)07			A ⁽¹⁾		10,000(1)		Α	\$0 ⁽¹⁾		40,100			D	
Derivative Security (Instr. 3) Conversion or Exercise Price of Security Date (Month/Day/Year) Date (Instr. 3) Amount of Derivative Security Amount of Securities Amount of Derivative Security (Instr. 3) Of Derivative (Instr. 4) Ownership Ben Ovmership (Instr. 4) Of Derivative (Instr. 4) Of Derivative Security (Instr. 3) Of Derivative Security (Instr. 4) Of Derivative																					
	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execut if any	tion Date,	Transac Code (Ir	ransaction ode (Instr.		ative rities ired osed . 3, 4	Expiration Date			Amount of Securities Underlying Derivative Security (Instr 3 and 4)		ount	of Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported Transaction(s)		wnership orm: irect (D) r Indirect) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Explanation of Responses:

1. On March 9, 2007 10,000 shares of restricted stock were granted to the reporting person. The grant vests in five equal installments as follows: - After January 1, 2008, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$125/ share. - After January 1, 2009, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share. - After January 1, 2010, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share. - After January 1, 2010, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$155/ share. - After January 1, 2011, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$175/ share. - After January 1, 2012, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$200/ share.

Mark A. Sieron 03/12/2007

** 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.