



2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |   
(b)  |

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  |

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		589,530
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		589,530
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
589,530

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.5%

14 TYPE OF REPORTING PERSON  
IN

#### Introduction

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends the Schedule 13D originally filed with the Securities and Exchange Commission on January 3, 2005 (the "Original Schedule 13D") by Selim A. Bassoul (the "Reporting Person").

#### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13D is hereby amended to reflect the Reporting Person's receipt of the following shares of restricted common stock (the "Restricted Stock") of The Middleby Corporation (the "Company") pursuant to the terms of that certain Employment Agreement by and between the Company, Middleby Marshall Inc. and the Reporting Person, dated December 23, 2004 (the "Employment Agreement") as previously disclosed in the Original Schedule 13D:

(i) 100,000 shares of Restricted Stock under the Company's 1998 Stock Incentive Plan on December 23, 2004,

(ii) 100,000 shares of Restricted Stock under the Company's 1998 Stock Incentive Plan on January 4, 2005, and

(iii) 100,000 shares of Restricted Stock under the Company's 1998 Stock Incentive Plan, as amended at the Company's 2005 annual meeting of stockholders on May 12, 2005.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate number of shares of the common stock of the Company, par value \$0.01 per share (the "Common Stock") that the Reporting Person may be deemed to beneficially own is 589,530 shares, which constitute approximately 7.5% of the outstanding shares of Common Stock.

(b) The Reporting Person has the sole power to vote or direct the vote of 589,530 shares of Common Stock. Subject to the vesting schedule set forth in the Employment Agreement, Mr. Bassoul has the sole power to dispose or direct the disposition of 589,530 shares of Common Stock. Mr. Bassoul does not have shared power to vote or direct the vote or to dispose or direct the disposition of any other shares of Common Stock.

(c) Except as disclosed in this Amendment No. 1 to Schedule 13D, the Reporting Person has not effected any transactions with respect to the Common Stock within the 60-day period prior to the filing of this Amendment No. 1 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 20, 2005

By: /s/ Selim A. Bassoul

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Selim A. Bassoul