

OMB APPROVAL	
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**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>WHITMAN WILLIAM F JR</u>  (Last) (First) (Middle) 8050 S.E. LITTLE HARBOUR DRIVE H7  (Street) HOBE SOUND FL 33455  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/07/2004		J <sup>(1)</sup>		1,738,974 <sup>(1)(2)</sup>	D	(1)	0 <sup>(1)</sup>	D	
Common Stock	12/07/2004		J <sup>(1)</sup>		1,738,974 <sup>(1)(2)</sup>	A	(1)	1,738,974 <sup>(1)</sup>	I	Whitman Irrevocable Trusts dtd Nov 29, 2003 <sup>(1)(2)</sup>
Common Stock	12/07/2004		J		718,500 <sup>(3)</sup>	A	(3)	718,500 <sup>(3)</sup>	I	Whitman Family Trusts <sup>(3)</sup>

**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:**

- For tax planning purposes each of reporting person and reporting persons spouse had assigned certain shares of common stock of the Middleby Corporation that they beneficially own to two trusts. The Whitmans, the trusts, and the trusts trustee did not receive or pay any consideration in connection with such assignment. Under the terms of each trust, reporting person and reporting persons spouse have the right to acquire beneficial ownership of such securities within 60 days of transfer.
- Includes 195,300 shares held by reporting person's spouse
- Indirect holdings consist of three trusts with the spouse of the reporting person acting as trustee over each trusts. The trusts are for the benefit of the reporting persons spouse and two children

William F. Whitman, Jr.      12/08/2004

\*\* 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.

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