

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Brewer David</u>			<u>MIDDLEBY CORP [MIDD]</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)			X Officer (give title below) Other (specify below)		
1400 TOASTMASTER DRIVE			12/29/2009			Chief Operating Officer		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
ELGON	IL	60120				X Form filed by One Reporting Person		
(City)	(State)	(Zip)				Form filed by More than One Reporting Person		

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock			3				0 ⁽¹⁾	D	
Common Stock	01/31/2008		A4	10,000 ⁽³⁾	A	\$0 ⁽²⁾	10,000	D	
Common Stock	02/13/2008		A4	10,000 ⁽⁴⁾	A	\$0 ⁽²⁾	20,000	D	
Common Stock	12/29/2009		D4 ⁽⁵⁾⁽⁶⁾	4,000 ⁽⁵⁾⁽⁶⁾	D	\$0 ⁽²⁾	16,000	D	
Common Stock	12/29/2009		D4 ⁽⁵⁾⁽⁷⁾	4,000 ⁽⁵⁾⁽⁷⁾	D	\$0 ⁽²⁾	12,000	D	
Common Stock	12/29/2009		A4	8,000 ⁽⁸⁾	A	\$0 ⁽²⁾	20,000	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The Reporting Person owned zero shares of common stock on May 17, 2007, the date on which the Reporting Person became an officer of The Middleby Corporation (the "Company").
- N/A
- On January 28, 2008, the Reporting Person was awarded a Performance Stock award of 10,000 shares of restricted stock. Beginning January 1, 2009 the grant vests in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015.
- On February 13, 2008, the Reporting Person was awarded a Performance Stock award of 10,000 shares of restricted stock. Beginning January 1, 2009 the grant vests in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015.
- On December 29, 2009, the Board of Directors of the Company approved the cancellation of the unvested portion of Performance Stock first eligible to vest at specified common stock prices of the Company on January 1, 2009 and January 1, 2010 pursuant to Restricted Stock Agreements with the Reporting Person.
- The cancelled shares relate to a portion of the Performance Stock award granted to the Reporting Person for a total of 10,000 shares on January 28, 2008. The Performance Stock was scheduled to vest in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015. The cancelled shares relate to the portions of the award that were first eligible to vest on January 1, 2009 and January 1, 2010.
- The cancelled shares relate to a portion of the Performance Stock award granted to the Reporting Person for a total of 10,000 shares on February 13, 2008. The Performance Stock was scheduled to vest in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015. The cancelled shares relate to the portions of the award that were first eligible to vest on January 1, 2009 and January 1, 2010.

8. On December 29, 2009, the Reporting Person was awarded a Performance Stock award of 8,000 shares of restricted stock, which vests in two equal tranches, each subject to performance and time-based vesting requirements. Tranche 1 vests on March 15, 2011 if the Company has achieved a Return on Equity (as defined in the award agreement) of 10% for the fiscal 2010 period. Tranche 2 vests on January 1, 2012 (as measured on March 10, 2011) if the Company has achieved a Return on Equity of 12% for the same fiscal 2010 period. If the fiscal 2010 Return on Equity criteria is not met (as measured on March 10, 2011), the restricted stock will vest, on March 15, 2012, based on achievement of the same Return on Equity criteria for the fiscal 2011 period. If the Return on Equity criteria are not met for the fiscal 2010 or 2011 period, the restricted stock will be forfeited.

Martin M. Lindsay POA 02/12/2010

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Martin M. Lindsay and Tim Fitzgerald, signing individually, the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director, and/or principal (10%+) shareholder of The Middleby Corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers hereby granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each attorney-in-fact, or each such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each such attorney-in-fact, in serving in such capacity at the request of the undersigned responsibilities to comply with Section 16 of the 1934 Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: February 10, 2010

David Brewer
David Brewer
Signature Print Name