

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
612,097

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.8%

12. TYPE OF REPORTING PERSON*
IA, CO, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON(S)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)

Morgan Stanley Investment Management Inc.
IRS # 13-304-0307

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
The state of organization is Delaware.

NUMBER OF 5. SOLE VOTING POWER
SHARES 533,887

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6. SHARED VOTING POWER
0

7. SOLE DISPOSITIVE POWER
533,887

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
562,587

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.1%

12. TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. (a) Name of Issuer:
MIDDLEBY CORP

(b) Address of Issuer's Principal Executive Offices:
1400 TOASTMASTER DRIVE
ELGIN, IL 60120

Item 2. (a) Name of Person Filing:
(a) Morgan Stanley
(b) Morgan Stanley Investment Management Inc.

(b) Address of Principal Business Office, or if None, Residence:

(a) 1585 Broadway
New York, NY 10036

(b) 1221 Avenue of the Americas
New York, NY 10020

(c) Citizenship:
Incorporated by reference to Item 4 of the
cover page pertaining to each reporting person.

(d) Title of Class of Securities:
Common Stock

(e) CUSIP Number:
596278101

- Item 3. (a) Morgan Stanley is a parent holding company.
(b) Morgan Stanley Investment Management Inc. is an Investment
Adviser registered under Section 203 of the Investment
Advisers Act of 1940.

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Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the
cover page.

(a) Morgan Stanley is filing solely in its capacity as the
parent company of, and indirect beneficial owner of
securities held by, one of its business units.

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Accounts managed on a discretionary basis by Morgan Stanley
Investment Management Inc., a wholly owned subsidiary of Morgan
Stanley, are known to have the right to receive or the power to
direct the receipt of dividends from, or the proceeds from, the
sale of such securities. No such account holds more than 5
percent of the class.

See item 4 (a)

Item 7. Identification and Classification of the Subsidiary which Acquired
the Security Being Reported on By the Parent Holding Company.

Item 8. Identification and Classification of Members of the Group.

Item 9. Notice of Dissolution of Group.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and
belief, the securities referred to above were acquired in the
ordinary course of business and were not acquired for the purpose
of and do not have the effect of changing or influencing the
control of the issuer of such securities and were not acquired in
connection with or as a participant in any transaction having
such purpose or effect.

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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.

Date: February 15, 2006

Signature: /s/ Dennine Bullard

Name/Title Dennine Bullard/Executive Director, Morgan Stanley & Co.
Incorporated

MORGAN STANLEY

Date: February 15, 2006

Signature: /s/ Carsten Otto

Name/Title Carsten Otto/Managing Director, Morgan Stanley Investment
Management Inc.

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

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* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

EX-99
JOINT FILING AGREEMENT

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EXHIBIT 1 TO SCHEDULE 13G

FEBRUARY 15, 2006

MORGAN STANLEY and MORGAN STANLEY INVESTMENT MANAGEMENT INC.,
hereby agree that, unless differentiated, this Schedule 13G
is filed on behalf of each of the parties.

MORGAN STANLEY

BY: /s/ Dennine Bullard

Dennine Bullard/Executive Director, Morgan Stanley & Co. Incorporated

MORGAN STANLEY INVESTMENT MANAGEMENT INC.

BY: /s/ Carsten Otto

Carsten Otto/Managing Director, Morgan Stanley Investment
Management Inc.

* Attention. Intentional misstatements or omissions of fact constitute federal
criminal violations (see 18 U.S.C. 1001).

EX-99.b
SECRETARY'S CERTIFICATE

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EXHIBIT 2

MORGAN STANLEY
SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary
of Morgan Stanley, a corporation organized and existing under the
laws of the State of Delaware (the "Corporation"), certify as
follows:

- (1) Donald G. Kempf, Jr. served as the duly elected Executive
Vice President, Chief Legal Officer and Secretary of the
Corporation from December 1, 1999 to August 26, 2005;
- (2) Pursuant to Section 7.01 of the Bylaws of the Corporation
and resolutions approved by the Board of Directors of the
Corporation on September 25, 1998, the Chief Legal Officer
is authorized to enter into agreements and other instruments
on behalf of the Corporation and may delegate such powers
to others under his jurisdiction; and
- (3) Donald G. Kempf signed a Delegation of Authority as of
February 23, 2000, which authorized Dennine Bullard to
sign reports to be filed under Section 13 and 16 of the
Securities Exchange Act of 1934 on behalf of the
Corporation. Such authorization is in full force and
effect as of this date.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal
of the Corporation as of the 23rd day of January, 2006.

Charlene R. Herzer
Assistant Secretary