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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 9, 2005

THE MIDDLEBY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware 1-9973 36-3352497
(State or Other Jurisdiction (Commission File Number) (IRS Employer
of Incorporation) Identification No.)

1400 Toastmaster Drive, Elgin, Illinois 60120
(Address of Principal Executive Offices) (Zip Code)

(847) 741-3300
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of
the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17
CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR
240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into A Material Definitive Agreement.

The Middleby Corporation (the "Company") has entered into a
letter agreement, dated June 9, 2005 (the "Letter Agreement"), with A. Don
Lummus ("Mr. Lummus"), a former member of the Company's board of directors, in
connection with the payment of benefits to Mr. Lummus under the Company's
Retirement Plan for Independent Directors.

A copy of the Letter Agreement is attached hereto as Exhibit
10.1. The description of the Letter Agreement in this Current Report on Form
8-K is qualified in its entirety by reference to the complete copy of the
agreement attached hereto as an exhibit.

ITEM 9.01. Financial Statements and Exhibits.
(c) Exhibits.

Exhibit No. Description

Exhibit 10.1 Letter Agreement, dated June 9, 2005, by and between The
Middleby Corporation and A. Don Lummus.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MIDDLEBY CORPORATION

Dated: June 9, 2005

By: /s/ Timothy J. FitzGerald

Timothy J. FitzGerald
Vice President and Chief Financial
Officer

Exhibit No.

Description

Exhibit 10.1

Letter Agreement, dated June 9, 2005, by and between The Middleby Corporation and A. Don Lummus.

The Middleby Corporation
1400 Toastmaster Drive
Elgin, Illinois 60120

June 9, 2005

A. Don Lummus

Dear Don:

This letter agreement will confirm the agreement between you and The Middleby Corporation (the "Company") in connection with your receipt of benefits under the Company's Retirement Plan for Independent Directors (the "Plan").

The Company hereby acknowledges that the Board of Directors (the "Board") of the Company has waived the retirement age requirement with respect to your retirement from the Board on May 11, 2005, thus entitling you to receive full benefits under the Plan.

The parties hereto agree that promptly after the execution of this letter agreement, the Company shall pay you \$200,000 in full and final satisfaction of the Company's obligations to you under the Plan. You hereby agree that the payment by the Company to you of such amount shall constitute the full and final satisfaction of the Company's obligations to you under the Plan.

[Signature page follows.]

Please indicate your agreement to the foregoing by signing in the space provided below and returning an executed copy of this letter to the undersigned.

Very truly yours,

THE MIDDLEBY CORPORATION

By: /s/ Timothy J. FitzGerald

Name: Timothy J. FitzGerald
Title: Vice President and Chief
Financial Officer

Agreed to and accepted as of
the date first written above:

By: /s/ A. DON LUMMUS

A. DON LUMMUS, individually