

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>DANZIGER THOMAS</u> <hr/> (Last) (First) (Middle) <u>C/O DANZIGER AND DANZIGER</u> <u>405 PARK AVE SUITE 1104</u> <hr/> (Street) <u>NEW YORK NY 10022</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/07/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>MIDDLEBY CORP [MIDD]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,738,974 ⁽¹⁾⁽²⁾	I	As Trustee over two irrevocable trusts ⁽¹⁾⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. For tax planning purposes, each of William F. Whitman Jr and his spouse assigned certain shares of the common stock of The Middleby Corporation that they beneficially own to two trusts for which reporting person acts as trustee. 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, Mr Whitman and his spouse have the right to acquire beneficial ownership of such securities within 60 days of the transfer. Reporting person disclaims beneficial ownership of these securities. Furthermore, the filing of this report is not an admission that reporting person is the beneficial owner of these securities for purposes of Section 16 under the Securities and Exchange act of 1934 and the rules and regulations thereunder for any other purpose.

2. Includes 195,300 shares of common stock deemed to be beneficially owned by a trust whose beneficiary is the spouse of William F. Whitman Jr.

Thomas Danziger 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 5 (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.