

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Estimated average burden  
 hours per response: 0.5

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

**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* <b>BASSOUL SELIMA</b>  (Last) (First) (Middle) <b>C/O THE MIDDLEBY CORPORATION</b> <b>1400 TOASTMASTER DRIVE</b>  (Street) <b>ELGIN IL 60120</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MIDDLEBY CORP [ MIDD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CEO, Chairman, President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/17/2012</b>	
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	12/17/2012		M		80,972	A	\$5.255 <sup>(2)</sup>	429,214	D	
Common Stock	12/17/2012		F <sup>(1)</sup>		28,305	D	\$129.35	400,909	D	
Common Stock	12/17/2012		M		15,500	A	\$9.235 <sup>(3)</sup>	416,409	D	
Common Stock	12/17/2012		F <sup>(1)</sup>		5,237	D	\$129.35	411,172	D	
Common Stock	12/18/2012		S <sup>(4)</sup>		35,000	D	\$130	376,172	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$5.255	12/17/2012		M <sup>(2)</sup>			80,972	03/05/2008 <sup>(2)</sup>	03/05/2013	Common Stock	80,972	\$5.255 <sup>(2)</sup>	325,000	D	
Stock Option (Right to Buy)	\$9.235	12/17/2012		M <sup>(3)</sup>			15,500	10/23/2003 <sup>(3)</sup>	10/23/2013	Common Stock	15,500	\$9.235 <sup>(3)</sup>	309,500	D	

**Explanation of Responses:**

- Transaction related to the surrender of shares to fund reporting person's tax liability related to stock option exercise.
- Exercise of vested stock options granted on March 5, 2003 at a split adjusted exercise price of \$5.255. The option grant vested in 20% increments over a five year period.
- Exercise of vested stock options granted on October 23, 2003 at a split adjusted exercise price of \$9.235. The option grant was 100% vested on the date of grant.
- Shares sold pursuant to existing 10b5-1 plan.

Martin M. Lindsay POA 12/20/2012

\*\* 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.