

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

THE MIDDLEBY CORPORATION

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

596278101

-----  
(CUSIP Number)

Thomas C. Danziger  
Danziger & Danziger  
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New York, New York 10022  
Telephone: (212) 754-7000

Copy to:  
Timothy J. FitzGerald  
The Middleby Corporation  
1400 Toastmaster Drive  
Elgin, Illinois 60120  
Telephone: (847) 741-3300

December 23, 2004

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. |\_ |

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are sent.

(Continued on following pages)  
(Page 1 of 2 Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

W. FIFIELD WHITMAN III

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  |   
(b)  |

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3 SEC USE ONLY

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4 SOURCE OF FUNDS  
N/A

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  |

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6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		542,094
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		542,094
	10	SHARED DISPOSITIVE POWER
		0

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.3%

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14 TYPE OF REPORTING PERSON  
IN

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Introduction

This Amendment No. 1 ("Amendment No. 1") to Schedule 13D amends the Schedule 13D originally filed with the Securities and Exchange Commission on August 28, 2000 (the "Original Schedule 13D"), by W. Fifield Whitman III (the "Reporting Person").

Item 4. Purpose of the Transaction.

Item 4 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

On December 23, 2004, the Reporting Person entered into a Stock Repurchase Agreement (the "Stock Repurchase Agreement") by and among the Company, the Reporting Person and the other stockholders party thereto. The

Stock Repurchase Agreement contains provisions regarding, among other things, the acquisition, registration, disposition and voting of shares of common stock of the Company, par value \$0.01 per share (the "Common Stock"), as well as certain provisions regarding the composition of the Company's board of directors (the "Board"). In connection with the Stock Repurchase Agreement, William F. Whitman, Jr., Laura B. Whitman and the Reporting Person resigned from their positions as members of the Board. The Reporting Person intends to sell some of his shares of Common Stock in an underwritten public offering registered under the Securities Act of 1933, as amended (the "Securities Act"). Except as disclosed in this Item 4, the Reporting Person does not have any current plans or proposals which relate to or would result in any of the events described in clauses (a) through (j) of the instructions to Item 4 of Schedule 13D of the Act.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate number of shares of Common Stock that the Reporting Person beneficially owns is 542,094, which constitute approximately 7.3% of the outstanding shares of Common Stock.

(b) The Reporting Person has the sole power to vote or direct the vote and to dispose or direct the disposition of 542,094 shares of Common Stock. The Reporting Person does not have shared power to vote or direct the vote or to dispose or direct the disposition of any other shares of Common Stock.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

The information set forth in Item 4 of this Amendment No. 1 is hereby incorporated by reference.

Pursuant to the terms of the Stock Repurchase Agreement, the Company has agreed to file a registration statement under the Securities Act with respect to the sale of some or all of the shares of Common Stock held by the Reporting Person in an underwritten public offering. In the event that the Reporting Person decides not to proceed with this underwritten public offering, the Reporting Person has the right, subject to certain conditions, to require the Company to register his shares of Common Stock for sale in the public markets on up to two additional occasions.

The Reporting Person has agreed to certain restrictions on his ability to sell his shares of Common Stock in private transactions and to make additional purchases of Common Stock. He has also agreed to certain restrictions with respect to his ability to vote his shares of Common Stock.

References to, and descriptions of, the Stock Repurchase Agreement in this Item 6 are qualified in their entirety by reference to the copy of the Stock Repurchase Agreement which is filed as Exhibit 1 to this Amendment No. 1 and which are incorporated by reference in this Item 6 in its entirety where such references and descriptions appear.

Item 7. Material to be Filed as Exhibits.

Exhibit No. -----	Description -----
1	Stock Repurchase Agreement, dated as of December 23, 2004, by and among The Middleby Corporation, William F. Whitman, Jr., Barbara K. Whitman, W. Fifield Whitman III, Laura B. Whitman, the Barbara K. Whitman Irrevocable Trust, the William F. Whitman, Jr. Irrevocable Trust, the Trust dated December 21, 2003 F/B/O Barbara K. Whitman, the Trust

dated December 21, 2003 F/B/O Laura B. Whitman, the Trust dated December 21, 2003 F/B/O William Fifield Whitman III, the William F. Whitman, Jr. and Barbara K. Whitman Charitable Remainder Trust and the W. F. Whitman Family Foundation, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of The Middleby Corporation filed on December 28, 2004

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.

Dated: January 13, 2005

/s/ W. Fifield Whitman III

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W. Fifield Whitman III

Exhibit Index

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1	Stock Repurchase Agreement, dated as of December 23, 2004, by and among The Middleby Corporation, William F. Whitman, Jr., Barbara K. Whitman , W. Fifield Whitman III, Laura B. Whitman, the Barbara K. Whitman Irrevocable Trust, the William F. Whitman, Jr. Irrevocable Trust, the Trust dated December 21, 2003 F/B/O Barbara K. Whitman, the Trust dated December 21, 2003 F/B/O Laura B. Whitman, the Trust dated December 21, 2003 F/B/O William Fifield Whitman III, the William F. Whitman, Jr. and Barbara K. Whitman Charitable Remainder Trust and the W. F. Whitman Family Foundation, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of The Middleby Corporation filed on December 28, 2004