

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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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* <u>DOLORI PHIL DR</u>  (Last) (First) (Middle) <u>C/O MIDDLEBY CORPORATION</u> <u>1400 TOASTMASTER DRIVE</u>  (Street) <u>ELGIN IL 60120</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MIDDLEBY CORP [ MIDD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Group President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/12/2007</u>		

**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	03/08/2007 <sup>(2)</sup>		A <sup>(1)(2)</sup>		15,000 <sup>(1)(2)</sup>	A	\$0 <sup>(1)(2)</sup>	31,687 <sup>(2)</sup>	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					

**Explanation of Responses:**

1. On March 8, 2007 15,000 shares of restricted stock were granted to the reporting person. The grant vests in five equal installments as follows: After Jan 1, 2008, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$125/ share between Jan 1 2008 and Jan 1 2010. After Jan 1, 2009, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$140/ share between Jan 1 2009 and Jan 1 2011. After January 1, 2010, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$155/ share between Jan 1 2010 and Jan 1 2012. After Jan 1, 2011, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$175/ share between Jan 1 2011 and Jan 1 2013. After Jan 1, 2012, 20% vests if the 30 day avg price of Middleby common stock is greater or equal to \$200/ share between Jan 1 2012 and Jan 1 2014.

2. Transaction date was erroneously reported as March 9, 2007 on the reporting person's original Form 4. The transaction was effected on March 8, 2007

Phil Dei Dolori 03/15/2007

\*\* 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.**