

MIDDLEBY CORP
Form 4/A
March 15, 2007

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ibrahim Nazih

(Last) (First) (Middle)
1100 OLD HONEYCUTT RD
(Street)

FUQUAY VARINA, NC 27526

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MIDDLEBY CORP [MIDD]

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Division President

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2007 ⁽²⁾		A ⁽¹⁾⁽²⁾		5,000 <u>(1)</u> <u>(2)</u>	A	\$ 0 <u>(1)</u> <u>(2)</u>
					5,750	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ibrahim Nazih 1100 OLD HONEYCUTT RD FUQUAY VARINA, NC 27526			Division President	

Signatures

Nazih Ibrahim 03/15/2007
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * 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).
- On March 8, 2007 22,500 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
- (1) 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 reporting persons original Form 4. The transaction was effected on March 8, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.