

LINDSAY MARTIN M  
Form 5  
February 11, 2011

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
LINDSAY MARTIN M  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Treasurer

1400 TOASTMASTER DR  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/01/2011

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

ELGIN, IL 60120

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/28/2008	Â	A4 <sup>(1)(2)</sup>	5,000 <sup>(1)</sup> A \$ 0	25,982 <sup>(3)</sup>	D	Â

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

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SEC 2270 (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. Price of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDSAY MARTIN M 1400 TOASTMASTER DR ELGIN, IL 60120	^	^	^ Treasurer	^

## Signatures

Martin M. \_\_\_\_\_ 02/11/2011  
 Lindsay \_\_\_\_\_  
\*\*Signature of Reporting Person                      Date

## 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).
- (1) On May 28, 2008 5,000 shares of restricted stock were granted to the reporting person. The grant vests in four equal installments as follows: After Jan 1, 2009, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$61.23/ share between Jan 1 2009 and Jan 1 2012. After Jan 1, 2010, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$67.35/ share between Jan 1 2010 and Jan 1 2013. After January 1, 2011, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$74.08/ share between Jan 1 2011 and Jan 1 2014. After Jan 1, 2012, 25% vests if the 30 day avg price of Middleby common stock is greater or equal to \$81.49/ share between Jan 1 2012 and Jan 1 2015.
- (2) Reporting person failed to file original Form 4 regarding the May 28, 2008 restricted stock grant. All of the Issuer's 10-Q, 10-K, and annual proxy statements, subsequent to May 28, 2008 grant, accurately reflected the May 28, 2008 restricted stock grant.
- (3) Reporting persons holdings after the May 28, 2008 grant were 17,195 shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.