

MIDDLEBY CORP  
Form 4  
February 26, 2015

**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 \*  
**BASSOUL SELIM A**

(Last) (First) (Middle)

**C/O THE MIDDLEBY CORPORATION, 1400 TOASTMASTER DRIVE**

(Street)

**ELGIN, IL 60120**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/25/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO, Chairman, President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                |   | 545,904   | D  |                                   |
| Common Stock                    | 02/25/2015                           |  | S <sup>(1)</sup>               | 3,522 D   | \$ 109.4 (2) 65,056   | I  | By trust (3)                      |
| Common Stock                    | 02/25/2015                           |  | S <sup>(1)</sup>               | 2,409 D   | \$ 109.4 (2) 44,501   | I  | By trust (3)                      |
| Common Stock                    | 02/25/2015                           |  | S <sup>(1)</sup>               | 2,409 D   | \$ 109.4 44,501   | I  | By trust (3)                      |



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- (3) The reporting person disclaims beneficial ownership of the shares held by these trusts, and this report should not be deemed an admission that the reporting person is the beneficial owner of the trusts' shares for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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