

Brewer David
 Form 5
 February 12, 2010

FORM 5

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

OMB APPROVAL

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 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 *
 Brewer David

(Last) (First) (Middle)

1400 TOASTMASTER DRIVE

(Street)

ELGON, IL 60120

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2009

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)
 Chief Operating Officer

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Amount or Price	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	Â	Â	3	Â	Â	Â	Â	D	Â
Common Stock	01/31/2008	Â	A4	10,000 (3)	A	\$ 0 (2)	10,000	D	Â
Common Stock	02/13/2008	Â	A4	10,000 (4)	A	\$ 0 (2)	20,000	D	Â
Common Stock	12/29/2009	Â	D4(5)(6)	4,000 (5) (6)	D	\$ 0 (2)	16,000	D	Â

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Common Stock	12/29/2009	Â	D4 ⁽⁵⁾⁽⁷⁾	4,000 <u>(5) (7)</u>	D	\$ 0 <u>(2)</u>	12,000	D	Â
Common Stock	12/29/2009	Â	A4	8,000 <u>(8)</u>	A	\$ 0 <u>(2)</u>	20,000	D	Â

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brewer David 1400 TOASTMASTER DRIVE ELGON, IL 60120	Â	Â	Â Chief Operating Officer	Â

Signatures

Martin M.
Lindsay POA
Date: 02/12/2010

**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) The Reporting Person owned zero shares of common stock on May 17, 2007, the date on which the Reporting Person became an officer of The Middleby Corporation (the "Company").
- (2) N/A
- (3)

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On January 28, 2008, the Reporting Person was awarded a Performance Stock award of 10,000 shares of restricted stock. Beginning January 1, 2009 the grant vests in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015.

On February 13, 2008, the Reporting Person was awarded a Performance Stock award of 10,000 shares of restricted stock. Beginning January 1, 2009 the grant vests in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between

- (4) January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015.

On December 29, 2009, the Board of Directors of the Company approved the cancellation of the unvested portion of Performance Stock

- (5) first eligible to vest at specified common stock prices of the Company on January 1, 2009 and January 1, 2010 pursuant to Restricted Stock Agreements with the Reporting Person.

The cancelled shares relate to a portion of the Performance Stock award granted to the Reporting Person for a total of 10,000 shares on January 28, 2008. The Performance Stock was scheduled to vest in five equal installments if the 30 day average closing price of Common

- (6) Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015. The cancelled shares relate to the portions of the award that were first eligible to vest on January 1, 2009 and January 1, 2010.

The cancelled shares relate to a portion of the Performance Stock award granted to the Reporting Person for a total of 10,000 shares on

- (7) February 13, 2008. The Performance Stock was scheduled to vest in five equal installments if the 30 day average closing price of Common Stock is at or above \$80 between January 1, 2009 and January 1, 2011, at or above \$85 between January 1, 2010 and January 1, 2012, at or above \$92.50 between January 1, 2011 and January 1, 2013, at or above \$100 between January 1, 2012 and January 1, 2014, and at or above \$107.50 between January 1, 2013 and January 1, 2015. The cancelled shares relate to the portions of the award that were first eligible to vest on January 1, 2009 and January 1, 2010.

On December 29, 2009, the Reporting Person was awarded a Performance Stock award of 8,000 shares of restricted stock, which vests in two equal tranches, each subject to performance and time-based vesting requirements. Tranche 1 vests on March 15, 2011 if the Company has achieved a Return on Equity (as defined in the award agreement) of 10% for the fiscal 2010 period. Tranche 2 vests on January 1,

- (8) 2012 (as measured on March 10, 2011) if the Company has achieved a Return on Equity of 12% for the same fiscal 2010 period. If the fiscal 2010 Return on Equity criteria is not met (as measured on March 10, 2011), the restricted stock will vest, on March 15, 2012, based on achievement of the same Return on Equity criteria for the fiscal 2011 period. If the Return on Equity criteria are not met for the fiscal 2010 or 2011 period, the restricted stock will be forfeited.

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