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MIDDLEBY CORP

Form 3 May 17, 2006

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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 *

Levenson Ryan

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

05/17/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MIDDLEBY CORP [MIDD]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O THE MIDDLEBY COORPORATION, Â 1400 TOASTMASTER DRIVE

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One Reporting Person

ELGIN, ILÂ 60120

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

Â Common Stock 500 D

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

owned directly or indirectly.

information contained in this form are not required to respond unless the form displays a

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

1. Title of Derivative Security (Instr. 4)

Date (Month/Day/Year)

2. Date Exercisable and Expiration 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Security:

1

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Stock

Date Exercisable Expiration Date Title Amount or Security Direct (D) Number of Shares (I) (Instr. 5)

Option To Buy $05/12/2006\frac{(1)}{2}$ $05/12/2016\frac{(1)}{2}$ Common Security Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Levenson Ryan
C/O THE MIDDLEBY COORPORATION
1400 TOASTMASTER DRIVE

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ELGIN, ILÂ 60120

Signatures

Martin M. Lindsay POA 05/17/2006

**Signature of Reporting Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Option to buy common stock was granted on May 12, 2006. Exercise prices is equal to the closing price of Middleby common stock on Mya12, 2006. The term of the option grant is 10 years.

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.

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