

MIDDLEBY CORP  
Form 8-K  
December 22, 2010

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 17, 2010

THE MIDDLEBY CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-9973 (Commission File Number)	36-3352497 (IRS Employer Identification No.)
---	------------------------------------	--

1400 Toastmaster Drive, Elgin, Illinois (Address of Principal Executive Offices)	60120 (Zip Code)
---	---------------------

(847) 741-3300  
(Registrant's telephone number, including area code)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item Other Events.  
8.01

On December 17, 2010, Selim A. Bassoul, Chairman, Chief Executive Officer and President of The Middleby Corporation (the "Company") and Timothy J. FitzGerald, the Company's Vice President and Chief Financial Officer, each adopted stock trading plans pursuant to Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Mr. Bassoul's plan provides for the sale at predetermined minimum price thresholds ranging from \$90.00 to \$110.00 of up to 500,000 shares of Company common stock over a period commencing on January 1, 2011 and ending on January 15, 2013. Mr. FitzGerald's plan provides for the sale at predetermined minimum price thresholds ranging from \$90.00 to \$110.00 of up to 95,000 shares of Company common stock over a period commencing on January 1, 2011 and ending on January 15, 2013. The potential number of shares that could be sold under the stock trading plans represents less than 35% of the total number of shares and options to purchase Company common stock held by both Mr. Bassoul and Mr. FitzGerald. Rule 10b5-1 permits individuals who are not in possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock. Using these plans, individuals can prudently and gradually diversify their investment portfolios over an extended period of time and avoid concerns about transactions occurring at a time when they might possess material non-public information.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE MIDDLEBY CORPORATION

Dated: December 21, 2010

By: /s/ Timothy J. FitzGerald  
Timothy J. FitzGerald  
Vice President and  
Chief Financial Officer