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MIDDLEBY CORP
Form SC 13D/A
May 27, 2005

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

THE MIDDLEBY CORPORATION

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

596278101

(CUSIP Number)

Selim A. Bassoul
c/o The Middleby Corporation
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Elgin, Illinois 60120
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Timothy J. FitzGerald
The Middleby Corporation
1400 Toastmaster Drive
Elgin, Illinois 60120
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(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 12, 2005

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. |_ |

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.5%

TYPE OF REPORTING PERSON

14

IN

Introduction

This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends the Schedule 13D originally filed with the Securities and Exchange Commission on January 3, 2005 (the "Original Schedule 13D") by Selim A. Bassoul (the "Reporting Person").

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original Schedule 13D is hereby amended to reflect the Reporting Person's receipt of the following shares of restricted common stock (the "Restricted Stock") of The Middleby Corporation (the "Company") pursuant to the terms of that certain Employment Agreement by and between the Company, Middleby Marshall Inc. and the Reporting Person, dated December 23, 2004 (the "Employment Agreement") as previously disclosed in the Original Schedule 13D:

(i) 100,000 shares of Restricted Stock under the Company's 1998 Stock Incentive Plan on December 23, 2004,

(ii) 100,000 shares of Restricted Stock under the Company's 1998 Stock Incentive Plan on January 4, 2005, and

(iii) 100,000 shares of Restricted Stock under the Company's 1998 Stock Incentive Plan, as amended at the Company's 2005 annual meeting of stockholders on May 12, 2005.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The aggregate number of shares of the common stock of the Company, par value \$0.01 per share (the "Common Stock") that the Reporting Person may be deemed to beneficially own is 589,530 shares, which constitute approximately 7.5% of the outstanding shares of Common Stock.

(b) The Reporting Person has the sole power to vote or direct the vote of 589,530 shares of Common Stock. Subject to the vesting schedule set forth in the Employment Agreement, Mr. Bassoul has the sole power to dispose or direct the disposition of 589,530 shares of Common Stock. Mr. Bassoul does not have shared power to vote or direct the vote or to dispose or direct the disposition of any other shares of Common Stock.

(c) Except as disclosed in this Amendment No. 1 to Schedule 13D, the Reporting Person has not effected any transactions with respect to the Common Stock within the 60-day period prior to the filing of this Amendment No. 1 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 20, 2005

By: /s/ Selim A. Bassoul

Selim A. Bassoul