
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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) May 8, 2008

LEGETT & PLATT, INCORPORATED

(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction
of incorporation)

1-7845
(Commission File Number)

44-0324630
(IRS Employer
Identification No.)

No. 1 Leggett Road, Carthage, MO
(Address of principal executive offices)

64836
(Zip Code)

Registrant's telephone number, including area code 417-358-8131

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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Amendment to the Company's 2005 Executive Stock Unit Program. On May 8, 2008, the Compensation Committee of the Board of Directors amended the Company's 2005 Executive Stock Unit Program ("ESU Program"). The ESU Program allows employees to contribute a percentage of their compensation to purchase stock units at a 15% discount from the market value of Company common stock on the purchase date. Stock units are converted to shares of common stock on a one-to-one basis and paid out upon termination of employment. The Company matches 50% of the employee's contribution and makes an additional match based upon the Company's return on net assets ("RONA"), as calculated under the Company's Key Management Incentive Plan. On March 26, 2008 the Compensation Committee approved an Award Formula (including a revised RONA calculation) for 2008 incentive awards to participants in the Company's Key Officers Incentive Plan (which calculation also applies to the Key Management Incentive Plan). Reference is made to the Award Formula filed March 31, 2008 as Exhibit 10.2 to the Company's Form 8-K.

The Committee amended Section 4.6 of the ESU Program to recalibrate the additional matching contributions to reflect the revised RONA calculation. The amendment provides that the Company will match 5% of the employee's contribution if the Company achieves a 10% RONA, and the match will increase ratably to a maximum of 50% of the employee's contribution if the Company achieves a 16% RONA.

The description of the above amendment is qualified in its entirety by Amendment No. 1 to the Company's 2005 Executive Stock Unit Program, as amended, effective December 31, 2007 which is attached hereto and incorporated herein by reference as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the Company's 2005 Executive Stock Unit Program, as amended, effective December 31, 2007

SIGNATURES

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

LEGETT & PLATT, INCORPORATED

Date: May 8, 2008

By: /s/ Ernest C. Jett

Ernest C. Jett

Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the Company's 2005 Executive Stock Unit Program, as amended, effective December 31, 2007

**AMENDMENT NO. 1 TO THE
LEGGETT & PLATT, INCORPORATED
2005 EXECUTIVE STOCK UNIT PROGRAM**

As amended, effective December 31, 2007

The Compensation Committee of the Leggett & Platt, Incorporated Board of Directors (the "Committee") on May 8, 2008 adopted Amendment No. 1 to the Leggett & Platt, Incorporated 2005 Executive Stock Unit Program, as amended, effective December 31, 2007 (the "Program").

The Committee amended Section 4.6 to read in its entirety as follows:

4.6 Additional Matching Contributions. The Company will make an Additional Matching Contribution equal to a percentage of the Participant's Contribution for the applicable Calendar Year if the Company's return on net assets ("RONA") for the Calendar Year is at least 10%. RONA will be calculated in the same manner as it is calculated under the Company's Key Management Incentive Plan for a given year. The Additional Matching Contribution will begin at 5% of the Participant's Contribution for the applicable Calendar Year if the Company's RONA is 10% and increase ratably to a maximum 50% of the Participant's Contribution if the Company's RONA is at least 16%. Such Contribution will be credited to the Account of each Participant who was employed as of the last business day of the Calendar Year, plus each Participant whose employment terminated prior to such date (a) due to Disability or death, or (b) after the Participant has attained 55 years of age and has at least 5 Years of Vesting Service. Additional Matching Contributions, if any, will be credited to the Participant's Account after the end of the Calendar Year when the amount has been determined.