Form 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2001

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

for the transition period from ____________ to ________________

For Quarter Ended	Commission File Number
June 30, 2001	1-7845

LEGGETT & PLATT, INCORPORATED
(Exact name of registrant as specified in its charter)

Missouri	44-0324630
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

No. 1 Leggett Road Carthage, Missouri	64836
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Common stock outstanding as of August 2, 2001: 196,554,419

PART I. FINANCIAL INFORMATION
LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
ITEM 1. FINANCIAL STATEMENTS
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited)

(Amounts in millions)	June 30, 2001	December 31, 2000
CURRENT ASSETS		
Cash and cash equivalents	$ 35.5	$ 37.3
Accounts and notes receivable	680.3	650.5
Allowance for doubtful accounts	(22.5)	(16.3)
Inventories	630.9	671.8
Other current assets	67.4	62.0
Total current assets	1,391.6	1,405.3
PROPERTY, PLANT & EQUIPMENT, NET	1,014.4	1,018.4
OTHER ASSETS		
Excess cost of purchased companies over net assets acquired, less accumulated amortization of $103.3 in 2001 and $88.8 in 2000	860.1	846.0
Other intangibles, less accumulated amortization of $39.0 in 2001 and $38.1 in 2000	52.2	49.3
Sundry	83.3	54.2
Total other assets	995.6	949.5
TOTAL ASSETS	$3,401.6	$3,373.2
CURRENT LIABILITIES		
Accounts and notes payable	$ 196.6	$ 179.4
Accrued expenses	207.3	201.5
Other current liabilities	73.0	95.7
Total current liabilities	476.9	476.6
LONG-TERM DEBT	966.5	988.4
OTHER LIABILITIES	42.4	42.5
DEFERRED INCOME TAXES	72.1	71.9
SHAREHOLDERS' EQUITY		
Common stock	2.0	2.0
Additional contributed capital	417.6	423.5
Retained earnings	1,509.1	1,460.0
Accumulated other comprehensive income	(44.9)	(45.4)
Treasury stock	(40.1)	(46.3)
Total shareholders' equity	1,843.7	1,793.8
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$3,401.6	$3,373.2

Items excluded are either not applicable or de minimis in amount and, therefore, are not shown separately.

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
(Unaudited)

(Amounts in millions, except per share data)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2001	2000	2001	2000
Net sales	$2,088.5	$2,139.2	$1,035.2	$1,095.6
Cost of goods sold	1,585.9	1,579.2	783.7	807.1
Gross profit	502.6	560.0	251.5	288.5
Distribution and handling expenses	88.5	86.3	43.6	44.3
Selling and administrative expenses	207.8	190.8	103.0	98.8
Amortization of excess cost of purchased companies and other intangibles	20.7	16.3	11.9	8.5
Other deductions (income), net	.5	(.8)	(2.5)	(.1)
Earnings before interest and income taxes	185.1	267.4	95.5	137.0
Interest expense	33.0	32.2	15.8	17.6
Interest income	1.5	2.7	1.0	1.2
Earnings before income taxes	153.6	237.9	80.7	120.6
Income taxes	56.7	87.8	29.8	44.3
NET EARNINGS	$ 96.9	$ 150.1	$ 50.9	$ 76.3
Earnings Per Share				
Basic	$ .49	$ .75	$ .26	$ .38
Diluted	$ .48	$ .75	$ .25	$ .38
Cash Dividends Declared Per Share	$ .24	$ .20	$ .12	$ .10
Average Shares Outstanding				
Basic	199.3	198.9	199.4	199.0
Diluted	200.3	200.5	200.2	200.6

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

(Amounts in millions)

	Six Months Ended June 30, 2001	Six Months Ended June 30, 2000
OPERATING ACTIVITIES		
Net Earnings	$ 96.9	$ 150.1
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation	75.6	65.2
Amortization	20.7	16.3
Other	(4.0)	(.3)
Other changes, net of effects from purchase of companies		
(Increase) in accounts receivable, net	(17.5)	(56.6)
Decrease (Increase) in inventories	48.4	(24.6)
(Increase) in other current assets	(4.1)	(3.3)
Increase in current liabilities	35.6	41.5
NET CASH PROVIDED BY OPERATING ACTIVITIES	251.6	188.3
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(69.1)	(81.5)
Purchases of companies, net of cash acquired	(38.4)	(203.4)
Other	1.1	(16.2)
NET CASH USED FOR INVESTING ACTIVITIES	(106.4)	(301.1)
FINANCING ACTIVITIES		
Additions to debt	37.8	392.0
Payments on debt	(92.8)	(203.1)
Dividends paid	(68.8)	(57.0)
Issuances of common stock	9.2	2.3
Purchases of common stock	(31.5)	(25.4)
Other	(.9)	1.1
NET CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	(147.0)	109.9
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1.8)	(2.9)
CASH AND CASH EQUIVALENTS - January 1,	37.3	20.6
CASH AND CASH EQUIVALENTS - June 30,	$ 35.5	$ 17.7

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(Amounts in millions)

1. STATEMENT

In the opinion of management, the accompanying consolidated condensed financial statements contain all adjustments necessary for a fair statement of results of operations and financial positions of Leggett & Platt, Incorporated and Consolidated Subsidiaries (the `Company').

2. INVENTORIES

Inventories, about 50% of which are valued using the Last-in, First-out (LIFO) cost method and the remainder using the First-In, First-Out (FIFO) cost method, comprised the following:

	June 30, 2001	December 31, 2000
At First-In, First-Out (FIFO) cost		
Finished goods	$339.4	$336.8
Work in process	76.1	89.2
Raw materials and supplies	224.3	255.5
	639.8	681.5
Excess of FIFO cost over LIFO cost	(8.9)	(9.7)
	$630.9	$671.8

3. PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment comprised the following:

	June 30, 2001	December 31, 2000
Property, plant and equipment, at cost	$1,882.8	$1,822.8
Less accumulated depreciation	868.4	804.4
	$1,014.4	$1,018.4

4. COMPREHENSIVE INCOME

In accordance with the provisions of Financial Accounting Standard No. 130, the Company has elected to report comprehensive income in its Statement of Changes in Shareholders' Equity. For the six months ending June 30, 2001 and 2000, comprehensive income was $97.4 and $140.3, respectively.

5. EARNINGS PER SHARE

Basic and diluted earnings per share were calculated as follows:

	Six Months Ended June 30,		Three Months Ended June 30,	
	2001	2000	2001	2000
Basic				
Weighted average shares outstanding, including shares issuable for little or no cash	199.3	198.9	199.4	199.0
Net earnings	$ 96.9	$150.1	$ 50.9	$ 76.3
Earnings per share - basic	$ .49	$ .75	$ .26	$ .38
Diluted				
Weighted average shares outstanding, including shares issuable for little or no cash	199.3	198.9	199.4	199.0
Additional dilutive shares principally from the assumed exercise of outstanding stock options	1.0	1.6	.8	1.6
	200.3	200.5	200.2	200.6
Net earnings	$ 96.9	$ 150.1	$ 50.9	$ 76.3
Earnings per share - diluted	$ .48	$ .75	$ .25	$ .38

6. CONTINGENCIES

The Company is involved in various legal proceedings including matters which involve claims against the Company under employment, intellectual property, environmental and other laws. When it appears probable in management's judgement that the Company will incur monetary damages or other costs in connection with claims and proceedings, and the costs can be reasonably estimated, appropriate liabilities are recorded in the financial statements and charges are made against earnings. No claim or proceeding has resulted in a material charge against earnings, nor are the total liabilities recorded material to the Company's financial position. While the results of any ultimate resolution cannot be predicted, management believes the possibility of a material adverse effect on the Company's consolidated financial position, results of operations and cash flows from claims and proceedings is remote.

7. SEGMENT INFORMATION

Reportable segments are primarily based upon the Company's management organizational structure. This structure is generally focused on broad end-user markets for the Company's diversified products. Residential Furnishings derives its revenues from components for bedding, furniture and other furnishings, as well as related consumer products. Commercial Furnishings derives its revenues from retail store fixtures, displays, storage, material handling systems, components for office and institutional furnishings, and plastic components. Aluminum Products revenues are derived from die castings, custom tooling, secondary machining and coating, and smelting of aluminum ingot. Industrial Materials derives its revenues from drawn steel wire, specialty wire products and welded steel tubing sold to trade customers as well as other Leggett segments. Specialized Products is a combination of non-reportable segments which derive their revenues from machinery, manufacturing equipment, automotive seating suspensions, control cable systems, and lumbar supports for automotive, office and residential applications.

A summary of segment results for the six months ended June 30, 2001 and 2000 and the quarters ended June 30, 2001 and 2000 are shown in the following tables. Segment figures for 2000 include the reclass of one operation from Commercial Furnishings to Industrial Materials.

	External Sales	Inter-Segment Sales	Total Sales	EBIT
Six Months ended June 30, 2001				
Residential Furnishings	$1,025.6	$ 6.2	$1,031.8	$ 92.4
Commercial Furnishings	484.5	1.8	486.3	29.0
Aluminum Products	250.4	8.4	258.8	17.5
Industrial Materials	143.6	106.8	250.4	28.4
Specialized Products	184.4	30.1	214.5	22.6
Intersegment eliminations	-	-	-	(5.6)
Change in LIFO reserve	-	-	-	0.8
	$2,088.5	$153.3	$2,241.8	$185.1
Six Months ended June 30, 2000				
Residential Furnishings	$1,076.3	$ 4.9	$1,081.2	$127.3
Commercial Furnishings	458.3	2.3	460.6	52.5
Aluminum Products	301.6	8.3	309.9	29.8
Industrial Materials	164.1	111.8	275.9	42.9
Specialized Products	138.9	25.4	164.3	24.7
Intersegment eliminations	-	-	-	(6.5)
Change in LIFO reserve	-	-	-	(3.3)
	$2,139.2	$152.7	$2,291.9	$267.4

7. SEGMENT INFORMATION (continued)

	External Sales	Inter-Segment Sales	Total Sales	EBIT
Quarter ended June 30, 2001				
Residential Furnishings	$ 507.2	$ 3.0	$ 510.2	$ 47.1
Commercial Furnishings	239.8	1.0	240.8	14.3
Aluminum Products	120.5	4.3	124.8	8.1
Industrial Materials	71.8	52.0	123.8	15.3
Specialized Products	95.9	14.7	110.6	12.4
Intersegment eliminations	-	-	-	(2.1)
Change in LIFO reserve	-	-	-	4
	$1,035.2	$ 75.0	$1,110.2	$ 95.5
Quarter ended June 30, 2000				
Residential Furnishings	$ 544.0	$ 2.7	$ 546.7	$ 65.3
Commercial Furnishings	250.5	1.3	251.8	29.3
Aluminum Products	142.6	4.4	147.0	13.2
Industrial Materials	85.3	55.2	140.5	22.3
Specialized Products	73.2	12.8	86.0	12.6
Intersegment eliminations	-	-	-	(3.8)
Change in LIFO reserve	-	-	-	(1.9)
	$1,095.6	$ 76.4	$1,172.0	$137.0

Asset information for the Company's segments at June 30, 2001 and December 31, 2000 is shown in the following table:

	June 30, 2001	December 31, 2000
Assets		
Residential Furnishings	$1,232.3	$1,223.2
Commercial Furnishings	930.2	896.5
Aluminum Products	451.2	478.7
Industrial Materials	247.7	264.9
Specialized Products	345.9	336.4
Unallocated assets	255.5	242.6
Adjustment to period-end vs. average assets	(61.2)	(69.1)
	$3,401.6	$3,373.2

8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Adoption of FAS 133

The Company adopted Statement of Financial Accounting Standards No. 133 (FAS 133), Accounting for Derivative Instruments and Hedging Activities, on January 1, 2001. FAS 133 requires that all derivative instruments be recorded on the balance sheet at their fair value, with changes in the fair value of the derivative instruments to be recorded in current earnings or deferred in equity. Accordingly, at June 30, 2001, the Company increased its long-term debt and other assets by a total of $26.2 from year-end 2000 to reflect the fair market value of its interest rate swap agreements and the related debt. It is the opinion of the Company's management that, due to its limited use of significant hedging or other activities involving derivative instruments, changes in the fair value of derivatives will not have a significant effect on the Company's results of operation or its financial position.

Fair-Value Hedges

The Company has debt obligations sensitive to changes in interest rates. The Company has no other significant financial instruments sensitive to changes in interest rates. In 2000, $350 of 7.65% fixed rate debt maturing in February 2005 and, in 1999, $14 of 6.90% fixed rate debt maturing in June 2004 were issued and converted to variable rate debt by use of interest rate swap agreements. These swap agreements, which contain the same payment dates as the original issues, are used primarily by the Company to manage the fixed/variable interest rate mix of its debt portfolio. The effective swap rate for the second quarter of 2001 was 4.90% for the $350 and 5.18% for the $14. The difference in interest paid or received as a result of swap agreements is recorded as an adjustment to interest expense during the period the related debt is outstanding. Substantially all of the Company's debt is denominated in United States dollars (U.S.$). The fair value of fixed rate debt not subject to the interest rate swaps exceeded its carrying value by $6.8 as of June 30, 2001, and was not significantly different from its carrying value as of December 31, 2000. The fair value of fixed rate debt was calculated using the U.S. Treasury Bond rate as of June 30, 2001 for similar remaining maturities, plus an estimated "spread" over such Treasury securities representing the Company's interest costs under its medium-term note or public debt programs. The fair value of variable rate debt is not significantly different from its recorded amount.

The Company does not generally use derivative commodity instruments to hedge its exposures to changes in commodity prices. The principal commodity price exposure is aluminum, of which the Company had an estimated $42 and $50 (at cost) in inventory at June 30, 2001 and December 31, 2000, respectively. The Company has purchasing procedures and arrangements with customers to mitigate its exposure to aluminum price changes. No other commodity exposures are significant to the Company.

Hedges of Net Investments in Foreign Operations

The Company has not typically hedged foreign currency exposures related to transactions denominated in other than its functional currencies, although such transactions have not been material in the past. The Company may occasionally hedge firm commitments for certain machinery purchases, other fixed expenses or amounts due in foreign currencies related to its acquisition program. The decision by management to hedge any such transactions is made on a case-by-case basis. The amount of forward contracts outstanding at June 30, 2001 was not significant.

The Company views its investment in foreign subsidiaries as a long-term commitment and does not hedge any translation exposures. The investment in a foreign subsidiary may take the form of either permanent capital or notes. The Company's net investment in foreign subsidiaries subject to translation exposure was $458.4 at June 30, 2001, compared to $428.7 at December 31, 2000. The increase in translation exposure was due primarily to acquisition activity in Western Europe and other factors.

ITEM 2. - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Capital Resources and Liquidity

The Company's financial position reflects management's capital policy guidelines. These guidelines are intended to ensure that corporate liquidity is adequate to support the Company's projected growth rate. Also, liquidity is necessary to finance the Company's ongoing operations in periods of economic downturn. In a normal operating environment, management intends to direct capital to ongoing operations, strategic acquisitions and other investments that provide opportunities for expansion and enhanced profitability.

The expansion of capital resources - debt and equity - is planned to allow the Company to take advantage of favorable capital market conditions, rather than respond to short-term needs. Such financial flexibility is considered more important than short-term maximization of earnings per share through excessive leverage. Therefore, management continuously provides for available credit in excess of near-term projected cash needs and has maintained a guideline for long-term debt as a percentage of total capitalization in a range of 30% to 40%.

Total Capitalization

The following table shows the Company's total capitalization at June 30, 2001 and December 31, 2000. Also, the table shows the amount of unused committed credit available through the Company's revolving bank credit agreements and the amount of cash and cash equivalents.

(Dollar amounts in millions)	June 30, 2001	December 31, 2000
Long-term debt outstanding:		
Scheduled maturities	$ 966.5	$ 988.4
Average interest rates	5.9%	6.8%
Average maturities in years	4.4	4.8
Revolving credit/commercial paper	-	-
Total long-term debt	966.5	988.4
Deferred income taxes and other liabilities	114.5	114.4
Shareholders' equity	1,843.7	1,793.8
Total capitalization	$2,924.7	$2,896.6
Unused committed credit:		
Long-term	$ 215.0	$ 215.0
Short-term	112.5	112.5
Total unused committed credit	$ 327.5	$ 327.5
Cash and cash equivalents	$ 35.5	$ 37.3

Cash provided by operating activities was $251.6 million in the first six months of 2001, compared to $188.3 million in the first six months of 2000. Lower earnings in 2001 were more than offset by reduced working capital (excluding acquisitions) and increased depreciation and amortization.

Long-term debt outstanding decreased to $966.5 million, and was 33.0% of total capitalization at June 30, 2001, down from 34.1% at the end of 2000. Due to implementation of Financial Accounting Standard No. 133, long-term debt increased $26.2 million from year-end 2000. That increase was more than offset by the maturity of $50 in medium-term notes in June 2001. As shown in the preceding table, obligations having scheduled maturities are the primary source of the Company's debt capital. At June 30, 2001, these obligations consisted primarily of the Company's privately placed and publicly owned medium-term notes and tax-exempt industrial development bonds.

The secondary source of the Company's debt capital consists of revolving bank credit agreements and commercial paper issuances. Management has negotiated bank credit agreements and established a commercial paper program to continuously support the Company's projected growth and to maintain highly flexible sources of debt capital. The majority of the credit under these arrangements is a long-term obligation. If needed, however, the credit is available for short-term borrowings and repayments. To further facilitate the issuance of debt capital, the Company has in effect a $500 million shelf registration of debt.

Uses of Capital Resources

The Company's internal investments to modernize and expand manufacturing capacity were $69.1 million in the first six months of 2001. In 2001, management anticipates internal investments will approximate $150 million, down from the nearly $170 million spent in 2000. During the first six months of 2001, six businesses were acquired for $38.4 million in cash (net of cash acquired). In addition, the Company assumed $13.6 million of acquisition companies' debt and other liabilities. Two of the 2001 acquisitions were made in Residential Furnishings, three in Commercial Furnishings, and one in Specialized Products.

Cash dividends on the Company's common stock were $68.8 million during the first six months of 2001. Company purchases of its common stock (net of issuances) totaled $22.3 million in the first six months of 2001. These purchases were made primarily for employee stock plans.

The Board of Directors annually authorizes management, at its discretion, to buy up to 2,000,000 shares of Leggett stock for use in employee benefit plans. This authorization is continuously replenished as shares acquired are reissued for these benefit plans. In addition, management is authorized, again at its discretion, to repurchase any shares issued in acquisitions.

At the end of the third quarter 2000, the Board of Directors authorized management to buy up to an additional 10,000,000 shares of Leggett stock as part of the Company's performance improvement plan also announced at that time. No specific schedule of purchases has been established under this authorization. The amount and timing of any purchases will depend on availability of cash, economic and market conditions, acquisition activity and other factors.

Short-term Liquidity

Working capital, including working capital from acquired companies, at June 30, 2001 was $914.7 million, down from $928.7 million at year-end. During the last half of 2000, the Company increased its focus on reducing working capital levels. Due to the softening in market demand discussed below, under "Results of Operations", the desired reduction in inventory has not yet been achieved.

Results of Operations

Discussion of Consolidated Results

The Company's second quarter earnings were $.25 per diluted share, down 34.2% from last year's second quarter record earnings of $.38 per diluted share. Sales were $1.04 billion, a decrease of 5.5% versus second quarter 2000. Sales growth from acquisitions was more than offset by a 12.0% decline in same location sales, as weak market demand continued to impact all five business segments. Production was down significantly from last year, resulting in reduced plant utilization and overhead absorption, and significantly impacting profit margins and earnings. Sequentially, sales declined 1.7% from first quarter; however, earnings improved 10.7%, or 2.5 cents per share, from first quarter's $.23 per diluted share.

During the second quarter of 2001, the Company acquired one business with estimated annualized sales of approximately $8 million. This is a UK designer and manufacturer of point-of-purchase store displays.

The following table shows various measures of earnings as a percentage of sales for the last two years. It also shows the effective income tax rate and the ratio of earnings to fixed charges.

	Six Months Ended June 30,		Quarter Ended June 30,	
	2001	2000	2001	2000
Gross profit margin	24.1%	26.2%	24.3%	26.3%
EBIT (earnings before interest and taxes) margin	8.9	12.5	9.2	12.5
Net profit margin	4.6	7.0	4.9	7.0
Effective income tax rate	36.9	36.9	36.9	36.7
Ratio of earnings to fixed charges	4.9x	7.3x	5.2x	6.9x

The Company's gross profit margin declined during the second quarter and first six months of 2001, primarily reflecting weak market demand in all of the Company's business segments. Production cutbacks contributed to reduced plant utilization and lower overhead absorption, which significantly impacted gross profit and EBIT margins. Margins were also reduced by higher medical, bad debt, energy and other costs, partially offset by cost improvements.

The Company is making steady progress on its tactical plan announced in September 2000, aimed at improving performance, margins and shareholder return. The Company has consolidated or sold ten facilities; restructured other operations; reduced full time equivalent headcount by approximately 3,000 (excluding acquisitions); and reduced capital and acquisition spending. In the second quarter the Company held capital spending to $36 million; completed one small acquisition; reduced working capital; repurchased .4 million shares of stock at an average price of $19.60; repaid $74 million of long-term debt, and added $23 million to cash and equivalents. The Company expects to continue this tactical course for several quarters and possibly longer, as conditions warrant. Once economic conditions and performance improve, the Company expects to return to its traditional level of acquisition activity. The Company's strategic, long-term growth plans remain unchanged.

Discussion of Segment Results

A description of the products included in each segment, segment sales, segment earnings before interest and taxes (EBIT) and other segment data appear in Note 7 of the Notes to Consolidated Condensed Financial Statements.

Second Quarter Discussion

Residential Furnishings sales decreased 6.7%. Same location sales, which were partially offset by acquisitions, decreased 9.3%. EBIT declined 27.9% during the quarter. Lower same location sales accounted for all of the EBIT decline. With fewer goods being produced, unabsorbed overhead increased, and margin declined significantly.

Commercial Furnishings sales decreased 4.4%. Same location sales declined 11.5%, and were partially offset by sales increases from acquisitions. EBIT decreased $15 million, or 51.2%, due to lower same location sales. The Fixture and Display group incurred a $4 million non-recurring expense for restructuring and plant consolidation, but this was more than offset by improvement at a single acquisition that posted significant losses last year.

Aluminum Products sales decreased 15.1%. Same location sales were down 18.2%, and were slightly offset by one acquisition. Reduced die cast component sales reflect weak market demand in a variety of consumer and industrial sectors, especially in the telecom, electrical, diesel engine, and barbecue grill markets. EBIT decreased 38.6% due to reduced sales volumes, decreased efficiencies, and higher natural gas costs. Partially offsetting these items were lower costs from reduced overhead and the elimination of one smelter operation.

Industrial Materials sales decreased 11.9%. Same location sales were down 15.7%, and were partially offset by acquisitions. EBIT declined 31.4%, as a result of lower sales volumes.

Specialized Product sales increased 28.6% due to acquisitions. Same location sales declined 4.4% and EBIT was essentially flat, with gains from acquisitions offset by slowing production and reduced demand in automotive markets.

Six Month Discussion

Residential Furnishings sales decreased 4.6%. Same location sales, which were partially offset by acquisitions, decreased 6.8%. EBIT declined 27.4% during the period. Soft industry demand and inventory reduction efforts resulted in lower production. The lower plant utilization reduced overhead absorption, yielding lower margins.

Commercial Furnishings sales increased 5.6% due to numerous acquisitions. Same location sales declined 6.4%. EBIT decreased $23.5 million, or 44.8%, due primarily to lower same location sales and reduced margins attributable to changing product mix and softness in the telecom and van fixtures business.

Aluminum Products sales decreased 16.5%. Same location sales were down 19.1%, and were slightly offset by one acquisition. Reduced die cast component sales reflect weak market demand in a variety of consumer and industrial sectors, especially in the telecom, electrical, diesel engine, and barbecue grill markets. EBIT decreased 41.3% due to reduced volumes, decreased efficiencies, and higher natural gas costs. Partially offsetting these items were lower costs from reduced overhead and the elimination of one smelter operation.

Industrial Materials sales decreased 9.2%. Same location sales were down 13.2%, and were partially offset by acquisitions. EBIT declined 33.8%, as a result of reduced sales volumes and lower plant utilization.

Specialized Product sales increased 30.6% due to acquisitions. Same location sales declined 6.1%, due primarily to slowing production and reduced demand in automotive markets. EBIT was down 8.5% due to reduced sales and changing product mix.

Seasonality

The Company does not experience significant seasonality, however, quarter-to-quarter sales can vary in proportion to the total year by 1-2%. Management estimates that this 1-2%

sales impact can have, at current average net margins and considering normal overhead absorption, an approximately 5-10% plus or minus impact on quarter-to-quarter earnings. The timing of acquisitions and economic factors in any year can distort the underlying seasonality in certain of the Company's businesses. For the Company's businesses in total, the second and third quarters have proportionately greater sales, while the first and fourth quarters are lower. This small seasonality has become somewhat more pronounced, with the fourth quarter particularly showing proportionately lower sales due to the growth of the store fixtures business of Commercial Furnishings.

Residential Furnishings and Commercial Furnishings typically have their strongest sales in the second and third quarters. Commercial Furnishings particularly has heavy third quarter sales of its store fixtures products, with the first and fourth quarters generally lower. Aluminum Products sales are proportionately greater in the first two calendar quarters due to gas barbecue grill castings. Industrial Materials sales peak in the third and fourth quarters from wire products used for baling cotton. Specialized Products has relatively little quarter-to-quarter variation in sales, although the automotive business is somewhat heavier in the first two quarters of the year, and somewhat lower in the third quarter, due to model changeovers and plant shutdowns in the automobile industry during the summer.

New Financial Accounting Standards Board Statements

The Financial Accounting Standards Board (FASB) recently issued Statement No. 141, "Business Combinations" and Statement No. 142, "Goodwill and Other Intangible Assets". Statement No. 141 requires that the purchase method be used for all business combinations initiated after June 30, 2001. Statement No. 142 requires, among other things, that goodwill no longer be amortized to earnings, but instead be reviewed periodically for impairment. The amortization of goodwill ceases upon adoption of Statement No. 142 on January 1, 2002. The Company is presently evaluating the specific requirements of each of these Statements, but the impact on earnings and financial position in the future could be significant depending upon acquisition activity and other factors.

Forward-Looking Statements

This report and other public reports or statements made from time to time by the Company or its management may contain "forward-looking" statements concerning possible future events, objectives, strategies, trends or results. Such statements are identified either by the context in which they appear or by use of words such as "anticipate," "believe," "estimate," "expect," or the like.

Readers are cautioned that any forward-looking statement reflects only the beliefs of the Company or its management at the time the statement is made. In addition, readers should keep in mind that, because all forward-looking statements deal with the future, they are subject to risks, uncertainties and developments which might cause actual events or results to differ materially from those envisioned or reflected in any forward-looking statement. Moreover, the Company does not have and does not undertake any duty to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement was made. For all of these reasons, forward-looking statements should not be relied upon as a prediction of actual future events, objectives, strategies, trends or results.

It is not possible to anticipate and list all of the risks, uncertainties and developments which may affect the future operations or performance of the Company, or which otherwise may cause actual events or results to differ from forward-looking statements. However, some of these risks and uncertainties include the following: the Company's ability to improve operations and realize cost savings, future growth of acquired companies, competitive and general economic and market conditions and risks, such as the rate of economic growth in the United States, inflation, government regulation, interest rates, taxation, and the like; risks and uncertainties which could affect industries or markets in which the Company participates, such as growth rates and opportunities in those industries, or changes in demand for certain products, etc.; and factors which could impact costs, including but not limited to the availability and pricing of raw materials, the availability of labor and wage rates, and fuel and energy costs.

PART II. OTHER INFORMATION

ITEM 5. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its annual meeting of shareholders on May 9, 2001. Matters voted upon were (1) election of directors, (2) the amendment and restatement of the Company's 1989 Flexible Stock Plan, and (3) the ratification of the Board's selection of PricewaterhouseCoopers LLP as the Company's independent accountants for the fiscal year ending December 31, 2001.

The number of votes cast for, against or withheld, as well as abstentions, with respect to each matter are set out below.

1. Election of Directors

DIRECTOR	FOR	WITHHELD
Raymond F. Bentele	168,741,823	2,197,185
Ralph W. Clark	168,410,989	2,528,019
Harry M. Cornell, Jr.	168,598,640	2,340,368
Robert Ted Enloe III	161,049,988	9,889,020
Richard T. Fisher	168,672,186	2,266,822
Bob L. Gaddy	168,243,272	2,695,736
David S. Haffner	168,542,464	2,396,544
Thomas A. Hays	168,717,017	2,221,991
Robert A. Jefferies, Jr.	168,409,161	2,529,847
Alexander M. Levine	168,338,847	2,600,161
Duane W. Potter	168,398,175	2,540,833
Maurice E. Purnell, Jr.	165,458,285	5,480,723
Alice L. Walton	168,643,557	2,295,451
Felix E. Wright	151,512,331	19,426,677

2. Amendment and restatement of the Company's 1989 Flexible Stock Plan

FOR	AGAINST	ABSTAIN
133,586,775	36,149,495	1,202,738

3. Ratification of independent accountants

FOR	AGAINST	ABSTAIN
169,354,054	974,872	610,082

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) Exhibit 12 - Computation of Ratio of Earnings to Fixed Charges

(B) No reports on Form 8-K have been filed during the quarter for which this report is filed.

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 thereunto duly authorized.

LEGGETT & PLATT, INCORPORATED

DATE: August 10, 2001

By: /s/ FELIX E. WRIGHT

Felix E. Wright
President and
Chief Executive Officer

DATE: August 10, 2001

By: /s/ MICHAEL A. GLAUBER

Michael A. Glauber
Senior Vice President,
Finance and Administration

EXHIBIT INDEX

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EXHIBIT 12

LEGGETT AND PLATT, INCORPORATED AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Amounts in millions of dollars)

	Six Months Ended		Twelve Months Ended December 31,				
	6/30/01	6/30/00	2000	1999	1998	1997	1996
Earnings							
Income from continuing operations before income tax	$153.6	$237.9	$418.6	$462.6	$395.6	$333.3	$249.7
Interest expense (excluding amount capitalized)	33.0	32.2	66.3	43.0	38.5	31.8	30.0
Portion of rental expense under operating leases representative of an interest factor	5.4	4.7	9.4	8.2	6.7	6.1	5.5
Total earnings	192.0	$274.8	$494.3	$513.8	$440.8	$371.2	$285.2
Fixed charges							
Interest expense (including amount capitalized)	$33.7	$32.7	$67.7	$44.0	$39.2	$32.7	$31.0
Portion of rental expense under operating leases representative of an interest factor	5.4	4.7	9.4	8.2	6.7	6.1	5.5
Total fixed charges	$39.1	$37.4	$77.1	$52.2	$45.9	$38.8	$36.5
Ratio of earnings to fixed charges	4.9	7.3	6.4	9.8	9.6	9.6	7.8

Earnings consist principally of income from continuing operations before income taxes, plus fixed charges. Fixed charges consist principally of interest costs.