

## 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, 1996

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 June 30, 1996  
Commission File Number 1-7845

LEGGETT &amp; 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 and  
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  No 

Common stock outstanding as of July 29, 1996: 89,707,598

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

(Amounts in millions)

	June 30,	December 31,	1996	1995
			-----	-----
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	\$ 4.8	\$ 8.2		
Accounts and notes receivable	385.8	306.8		
Allowance for doubtful accounts		(10.3)	(7.5)	
Inventories		352.3	344.1	
Other current assets		39.9	35.0	
Total current assets		772.5	686.6	
<b>PROPERTY, PLANT &amp; EQUIPMENT, NET</b>				
		546.0	510.6	
<b>OTHER ASSETS</b>				
Excess cost of purchased companies over net assets acquired, less accumulated amortization of \$24.6 in 1996 and \$21.6 in 1995		268.7	210.3	
Other intangibles, less accumulated amortization of \$25.8 in 1996 and \$24.2 in 1995		34.6	31.7	
Sundry			39.5	38.9
Total other assets		342.8	280.9	
<b>TOTAL ASSETS</b>		\$ 1,661.3	\$ 1,478.1	
			=====	=====
<b>CURRENT LIABILITIES</b>				
Accounts and notes payable		\$ 129.2	\$ 127.5	
Accrued expenses		128.2	117.1	
Other current liabilities		28.8	30.5	
Total current liabilities		286.2	275.1	

LONG-TERM DEBT		465.5	380.6		
OTHER LIABILITIES		39.5	21.3		
DEFERRED INCOME TAXES		60.5	54.3		
SHAREHOLDERS' EQUITY					
Common stock			.9	.9	
Additional contributed capital	179.4		164.0		
Retained earnings			634.2	601.6	
Cumulative translation adjustment	(4.9)	(5.0)		(14.7)	
Treasury stock			-		
Total shareholders' equity	809.6	746.8			
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,661.3	\$ 1,478.1			

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,	
	1996	1995	1996	1995
Net sales	\$ 1,211.2	\$ 1,164.0	\$ 620.0	\$ 584.5
Cost of goods sold	909.0	889.0	462.4	446.7
Gross profit	302.2	275.0	157.6	137.8
Selling, distribution and administrative expenses	147.7	136.1	75.9	68.5
Interest expense	15.9	15.9	8.0	8.7
Merger expense	26.6	-	26.6	-
Other deductions (income), net	6.8	6.2	3.3	3.1
Earnings before income taxes and extraordinary item	105.2	116.8	43.8	57.5
Income taxes	40.9	46.8	17.2	23.2
Net earnings before extraordinary item	64.3	70.0	26.6	34.3
Extraordinary item	12.5	-	12.5	-
<b>NET EARNINGS</b>	<b>\$ 51.8</b>	<b>\$ 70.0</b>	<b>\$ 14.1</b>	<b>\$ 34.3</b>
Earnings Per Share (Exhibit 11)				
Net earnings before extraordinary item	\$ .71	\$ .78	\$ .29	\$ .38
Net earnings	\$ .57	\$ .78	\$ .15	\$ .38
Cash Dividends Declared Per Share	\$ .22	\$ .18	\$ .11	\$ .09
Average Common and Common Equivalent Shares Outstanding	90.7	89.4	91.3	89.6

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,	
			1996		1995	
<b>OPERATING ACTIVITIES</b>						
Net Earnings			\$ 51.8		\$ 70.0	
Adjustments to reconcile net earnings to net cash provided by operating activities						
Depreciation			36.2		30.4	
Amortization			7.9		7.2	
Merger expense (non-cash portion)	24.3	-				
Extraordinary item (non-cash portion)	4.0	-				
Other			2.5		.4	
Other changes, net of effects from purchases of companies						
Increase in accounts receivable, net	(67.7)	(33.6)				
Decrease in inventories		7.2				
Increase in other current assets	-	(2.0)				
Increase in current liabilities		7.6	8.4			
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>73.8</b>	<b>80.8</b>				
<b>INVESTING ACTIVITIES</b>						
Additions to property, plant and equipment	(50.3)	(57.0)				
Purchases of companies, net of cash acquired	(76.2)	(1.6)				
Other					(.1)	1.7
<b>NET CASH USED FOR INVESTING ACTIVITIES</b>	<b>(126.6)</b>	<b>(56.9)</b>				
<b>FINANCING ACTIVITIES</b>						
Additions to debt					257.3	32.1
Payments on debt					(182.6)	(31.4)
Dividends paid			(19.2)		(15.0)	
Sales of common stock					3.8	1.6
Purchases of common stock			(9.9)		(7.7)	
Other						(1.7)
<b>NET CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES</b>	<b>49.4</b>	<b>(22.1)</b>				
<b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(3.4)</b>	<b>1.8</b>				
CASH AND CASH EQUIVALENTS - January 1,		8.2		3.0		
CASH AND CASH EQUIVALENTS - June 30,	\$ 4.8	\$ 4.8				

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES  
NOTES TO CONSOLIDATED CONDENSED 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 position of Leggett & Platt, Incorporated and Consolidated Subsidiaries (the "Company"). The consolidated condensed financial statements include accounts of the Company and its majority-owned subsidiaries.

2. INVENTORIES

Inventories, using principally the Last-In, First-Out (LIFO) cost method, comprised the following:

	June 30, 1996	December 31, 1995
	-----	-----
At First-In, First-Out (FIFO) cost		
Finished goods	\$ 196.1	\$ 186.3
Work in process	37.7	39.1
Raw materials	133.5	136.1
	-----	-----
	367.3	361.5
Excess of FIFO cost over LIFO cost	15.0	
	-----	-----
	\$ 352.3	\$ 344.1
	=====	=====

3. PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment comprised the following:

	June 30, 1996	December 31, 1995
	-----	-----
Property, plant and equipment, at cost	\$ 942.7	\$ 875.5
Less accumulated depreciation	396.7	364.9
	-----	-----
	\$ 546.0	\$ 510.6
	=====	=====

4. LOAN AGREEMENTS

In connection with various notes payable, the related loan agreements, among other restrictions, limit the amount of additional debt, require working capital to be maintained at specified amounts, and restrict payment of dividends. Unrestricted retained earnings available for dividends at June 30, 1996 were approximately \$110.7.

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

5. ACQUISITION AND RELATED EXPENSES

In May 1996, the Company issued 5,134,092 shares of common stock to acquire Pace Holdings, Inc. (Pace) in a transaction accounted for as a pooling of interests. Pace is a leading manufacturer and marketer of non-automotive aluminum die cast components. Previously issued financial statements have been restated to reflect the pooling. Results of operations for the separate companies prior to the merger and for the combined companies as restated are as follows:

	Three Months Ended March 31, 1996 -----	Six Months Ended June 30, 1995 -----	Three Months Ended June 30, 1995 -----		
Net Sales					
Leggett & Platt	\$ 524.2	\$ 1,040.8	\$ 517.7		
Pace	67.0	123.2	66.8		
		-----		-----	-----
Combined	\$ 591.2	\$ 1,164.0	\$ 584.5	=====	=====
		=====		=====	=====
Net Earnings					
Leggett & Platt	\$ 36.4	\$ 65.9	\$ 33.0		
Pace	1.3	3.7	2.1		
Restatement Adjustments	-	.4	(.8)		
		-----		-----	-----
Combined	\$ 37.7	\$ 70.0	\$ 34.3	=====	=====
		=====		=====	=====

Included in the restatement adjustments to reflect the Pace acquisition is a change in accounting for the Company's existing aluminum inventory from the LIFO method to FIFO. This change was made to conform the accounting principles used by the Company's aluminum operations to those of Pace.

In May 1996, prior to the acquisition, options were granted and exercised under the Pace employee stock option/bonus plan resulting in compensation expense of \$12.0 before taxes. Other merger expense, including costs for the accrual of commitments under contracts no longer benefiting the Company and legal and environmental issues, was \$14.6 before taxes, in 1996.

Following the acquisition, the Company issued a tender offer to all holders of the Pace 10.625% senior notes. In June 1996, the notes were redeemed at approximately 113% of par value, plus accrued interest. The cash required for the redemption was provided through the issuance of medium term notes and the Company's revolving credit agreements. The Company recognized an extraordinary charge, net of related tax benefits, of \$12.5 in 1996 from the extinguishment of debt.

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

6. CONTINGENCIES

From time to time, the Company is involved in proceedings related to environmental matters. In one instance, the United States Environmental Protection Agency (EPA) ordered one of the Company's subsidiaries to investigate potential releases into the environment and, if necessary, to perform corrective action. The subsidiary successfully appealed the EPA's order. On June 27, 1994, the EPA indicated it planned to issue a new, similar order. The subsidiary, the EPA and the Florida Department of Environmental Protection (FDEP) are negotiating an agreement to investigate and, if necessary, take corrective action to resolve the dispute. Estimated costs to perform an agreed upon investigation and any related corrective actions are not material and have been provided for in the financial statements as of June 30, 1996.

If current negotiations with the EPA and the FDEP are unsuccessful, and the EPA issues a new order, the subsidiary expects it would appeal the new order. If this appeal is unsuccessful, the costs to perform any required investigation and, if necessary, corrective action cannot be reasonably estimated. One-half of any costs, including the costs of voluntary actions, would be reimbursed to the Company under a contractual obligation of a former joint owner of the subsidiary. No provision for the costs of performing investigation and corrective action beyond any agreed upon investigation and remediation mentioned above has been recorded in the Company's financial statements. If any such additional investigation and corrective action is required, management believes the possibility of a material adverse effect on the Company's consolidated financial position is remote.

In connection with the acquisition of Universal Die Casting, Inc. ("Universal") through a subsidiary of Pace during 1990, the National Labor Relations Board ("NLRB") filed a complaint based on an unfair labor charge filed by the union representing the former employees of Universal. The complaint alleges that the subsidiary refused to hire former employees of Universal because they were union members and refused to bargain with the union. It seeks back pay and benefits, together with interest thereon, from October 18, 1988, and reinstatement on behalf of 81 individuals. In May 1993, the administrative law judge in a recommended order, rendered a decision against the subsidiary. The recommended order would require the subsidiary to recognize and bargain with the union and to offer immediate and full reinstatement of 61 employees and make such employees whole for any loss of earnings and other benefits suffered as a result of the alleged discrimination against them. However, under applicable law, such damages would generally be reduced by the amount of mitigation, if any, by such individuals, including salary and benefits earned by such individuals since October 18, 1988. The subsidiary filed an appeal to the full NLRB in Washington and exceptions to the administrative law judge's recommended order. On January 3, 1996, the NLRB rendered its decision on the subsidiary's appeal by affirming the administrative law judge's decision and recommended order against the subsidiary. The subsidiary intends to appeal the NLRB's decision and to contest individual back pay specifications in NLRB compliance proceedings, if necessary. During August 1994, the subsidiary began implementation of a plan to offer employment to certain of these individuals, which offers, in the event there was an unfavorable outcome to the subsidiary regarding this matter, would toll the accrual of any further back pay and benefits. The subsidiary believes its hiring practices were objective and complied with all labor laws and that the individuals were denied employment for legitimate reasons. 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 from this matter is remote.

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

6. CONTINGENCIES - continued

Pace had previously provided in its financial statements amounts estimated to resolve general litigation matters, including the above. Subsequent to the acquisition (see Note 5), Leggett & Platt and Pace management continued to review the alternatives to resolve general litigation matters. The Company increased (in 1996) the amounts provided in the financial statements as a result of this review. The additional amounts provided in 1996 are not material to the Company's consolidated 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 from these matters is remote.



Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations

The Company's previously issued financial statements have been restated to reflect the May 1996 pooling of interests acquisition of Pace Holdings, Inc. (Pace). Previously reported share and per share amounts have also been restated to reflect a September 15, 1995 two-for-one stock split. Therefore, the following discussion reflects the Company's capital resources and liquidity and results of operations as restated for these events.

Capital Resources and Liquidity

The Company's long-term debt outstanding and shareholders' equity at June 30, 1996 and December 31, 1995 are shown in millions of dollars in the table below. The amount of additional capital available through the Company's revolving bank credit agreements is also shown, along with the amount of cash and cash equivalents.

		June 30, 1996	December 31, 1995
		-----	-----
Long-term debt outstanding:			
Scheduled maturities	\$ 309.0	\$ 315.9	
Revolving credit/commercial paper	156.5	64.7	
Total long-term debt		465.5	380.6
Shareholders' equity		809.6	746.8
Unused committed credit		215.0	207.8
Cash and cash equivalents		4.8	8.2

Capital investments to modernize and expand capacity internally were \$50.3 million in the first six months of 1996. The Company also invested \$76.2 million, net of cash acquired, and issued 694,444 shares of common stock equivalents to acquire several businesses in transactions accounted for as purchases. Funds for these investments were provided by operating activities and through the Company's revolving credit/commercial paper arrangements.

To acquire Pace, the Company issued 5.1 million shares of common stock and assumed approximately \$200 million in Pace debt. The Pace debt that was refinanced in the second quarter consisted primarily of \$115 million in senior notes and revolving bank credit. In June 1996, the Company issued \$100 million in privately placed medium-term notes having average maturities of 8 years and fixed interest rates averaging 7.4%. Proceeds from these notes provided a majority of the funds required to redeem, at 113% of par value, all of the Pace senior notes that were to mature in almost 7 years and had fixed interest rates of 10.625%. Funds required to refinance the balance of the senior notes and Pace's revolving credit were provided through the Company's revolving credit/commercial paper arrangements.

Working capital at June 30, 1996 was \$486.3 million, up from \$411.5 million at year end. Total current assets increased \$85.9 million, due primarily to increases in accounts and notes receivable that primarily reflected increased sales. Total current liabilities increased \$11.1 million, due primarily to increases in accrued expenses.

The Company has substantial capital resources to support projected internal cash needs and additional acquisitions consistent with management's goals and objectives. The Company also has the availability of short-term uncommitted credit from several banks. However, there was no short-term debt outstanding at mid-year or at year-end.

Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations - Continued

Results of Operations

The Company had record sales of \$1.21 billion in the first six months of 1996. Sales for the second quarter increased to an all-time quarterly high of \$620 million. Compared with the same periods in 1995, sales increased 4% in the first six months and 6% in the second quarter. These increases primarily reflected the benefits from acquisitions and modestly higher unit volumes.

Earnings increased to a record \$.89 per share in the first six months of this year, before \$.32 per share in non-recurring costs related to the Pace acquisition. Earnings for the second quarter increased to a record \$.47 per share, before the \$.32 per share in non-recurring costs. Compared with the same periods in 1995, earnings per share before the non-recurring costs increased 14% in the first six months and 24% in the second quarter. Including the non-recurring costs, earnings were \$.57 per share in the first half and \$.15 per share in the second quarter of 1996. These compare with \$.78 per share and \$.38 per share for the same respective periods in 1995.

The anticipated and previously announced non-recurring costs consisted of an extraordinary item of \$.14 per share to refinance Pace's debt and \$.18 per share in other anticipated merger related expense. Before these costs, Pace slightly enhanced the Company's 1996 second quarter earnings per share.

The Pace aluminum operations are seasonal in nature, with a majority of sales occurring in the first half of the year. However, the effect of this seasonality on the Company as a whole is expected to be significantly offset by certain other operations that have seasonally stronger sales in the second half of the year.

The following table shows various measures of earnings as a percentage of sales for the first six months and the second quarter of the last two years. It also shows the Company's effective income tax rate in each respective period.

	Six Months Ended		Quarter Ended	
	June 30,		June 30,	
	1996	1995	1996	1995
Gross profit margin	25.0%	23.6%	25.4%	23.6%
Pre-tax profit margin				
Excluding non-recurring costs	10.9	10.0	11.4	9.8
Including non-recurring costs	8.7	--	7.1	--
Net profit margin				
Excluding non-recurring costs	6.7	6.0	6.9	5.9
Including non-recurring costs	4.3	--	2.3	--
Effective income tax rate	38.9	40.1	39.3	40.3

Gross profit margins for the first six months and the second quarter of 1996 compare favorably with the same periods of 1995. They reflect continuing improvements in production efficiencies in many operations throughout the Company. Lower costs also resulted in a smaller LIFO effect on gross profit in 1996 compared to 1995.

Item 2. Management's Discussion and Analysis of Financial Condition  
and Results of Operations - Continued

Results of Operations - continued

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Some of the improvement in gross profit margins was offset by increases in total selling, distribution and administrative expenses as a percentage of sales. This is reflected in less of an improvement in the year-over-year comparison of pre-tax profit margins, excluding non-recurring costs. Interest expense for the first six months of 1996 was unchanged from 1995, but declined slightly as a percentage of sales. In the second quarter of 1996, interest expense was reduced from the second quarter of 1995 due to lower interest rates. These considerations had a slightly positive effect on the year-over-year comparisons of pre-tax profit margins.

Net profit margins for the first six months and second quarter of 1996, excluding non-recurring costs, also compared favorably with the same periods of 1995. They reflected the improvements in pre-tax margins as well as somewhat lower 1996 effective income tax rates.

PART II. OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

The Company held its annual meeting of shareholders on May 15, 1996. Matters voted upon were (1) election of directors, (2) ratification of Price Waterhouse as the Company's independent auditors, and (3) a shareholder proposal requiring the Company to provide additional information about the Company's practices relating to environmental protection.

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	58,090,595	3,145,025
Harry M. Cornell, Jr.	60,253,717	981,903
Robert Ted Enloe, III	60,641,933	593,687
Richard T. Fisher	60,645,286	590,334
David S. Haffner	60,255,372	980,248
Robert A. Jefferies, Jr.	60,256,720	978,900
Alexander M. Levine	60,255,759	979,861
Richard L. Pearsall	60,647,610	588,010
Duane W. Potter	60,255,466	980,154
Maurice E. Purnell, Jr.	60,243,090	992,530
Felix E. Wright	60,260,464	975,156
2. Ratification of Independent Auditors		
FOR	AGAINST	ABSTAIN
61,041,058	135,035	59,527
3. Shareholder Proposal		
FOR	AGAINST	ABSTAIN
7,667,448	48,182,735	1,046,236

Item 6. Exhibits and Reports on Form 8-K

(A) Exhibit 11 - Computations of Earnings Per Share

Exhibit 27 - Financial Data Schedule

- (B) 1. A Form 8-K was filed on May 6, 1996 concerning the proposed acquisition of Pace Holdings, Inc. No financial statements were filed therewith.  
 2. A Form 8-K was filed on May 24, 1996 concerning the completed acquisition of Pace Holdings, Inc. Historical financial statements of Pace Holdings, Inc. and combined proforma financial statements were included therewith.

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 12, 1996

By: /s/ HARRY M. CORNELL, JR.

-----  
Harry M. Cornell, Jr.  
Chairman of the Board  
and Chief Executive Officer

DATE: August 12, 1996

By: /s/ MICHAEL A. GLAUBER

-----  
Senior Vice President,  
Finance and Administration

Michael A. Glauber

EXHIBIT INDEX

Exhibit	-----	Page	-----
11	Computations of Earnings Per Share	15	-----
27	Financial Data Schedule	16	-----

(Amounts in millions, except  
 per share data)

		Six Months Ended		Three Months Ended	
		June 30,		June 30,	
		1996	1995	1996	1995
<b>EARNINGS PER SHARE</b>					
Weighted average number of common shares outstanding	89.1	88.2	89.4	88.4	
Dilution from outstanding stock options-computed using the "treasury stock" method	1.6	1.2	1.9	1.2	
Weighted average number of common shares outstanding as adjusted		90.7	89.4	91.3	89.6
Net Earnings Before Extraordinary Item	\$ 64.3	\$ 70.0	\$ 26.6	\$ 34.3	
Net Earnings		\$ 51.8	\$ 70.0	\$ 14.1	\$ 34.3
Earnings Per Share					
Net Earnings Before Extraordinary Item		\$ .71	\$ .78	\$ .29	\$ .38
Net Earnings		\$ .57	\$ .78	\$ .15	\$ .38

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JUN-30-1996 4800  
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