

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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 FORM S-8  
 REGISTRATION STATEMENT  
 Under

The Securities Act of 1933

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

Missouri	No. 1--Leggett Road	44-0324630
(State or other jurisdiction	Carthage, Missouri 64836	(I.R.S. Employer
of incorporation or organization)	(417) 358-8131	Identification No.)
	(Address, including zip code, and telephone number,	
	including area code, of registrant's principal executive offices)	

1989 FLEXIBLE STOCK PLAN  
 (Full Title of the Plan)

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 John A. Lyckman  
 Assistant General Counsel  
 Leggett & Platt, Incorporated  
 No. 1--Leggett Road  
 Carthage, Missouri 64836  
 (417) 358-8131  
 (Name, address, including zip code, and telephone  
 number, including area code, of agent for service)

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 CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$.01 par value and attached Preferred Stock Purchase Rights	4,000,000 shares	\$19.665	\$78,660,000.00	\$19,665.00

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457, based upon the average of the high and low prices of Registrant's Common Stock on May 3, 2001 on the New York Stock Exchange Composite Tape of \$19,665.00.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The following documents have been previously filed by the Company with the Commission and are incorporated by reference into this Prospectus:

- (1) The contents of Registration Statement File No. 33-54339.
- (2) The contents of Registration Statement File No. 333-69073.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carthage, State of Missouri, on the 9th day of May 2001.

LEGGETT & PLATT, INCORPORATED

By: /s/ FELIX E. WRIGHT  
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Felix E. Wright  
President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
(a) Principal Executive Officer:		
/s/ FELIX E. WRIGHT ----- Felix E. Wright	Vice Chairman of the Board, President and Chief Executive Officer and Director	May 9, 2001 -----
(b) Principal Financial Officer:		
/s/ MICHAEL A. GLAUBER ----- Michael A. Glauber	Senior Vice President, Finance & Administration	May 9, 2001 -----
(c) Principal Accounting Officer:		
/s/ ALLAN J. ROSS ----- Allan J. Ross	Vice President - Accounting	May 9, 2001 -----

(d) Directors:

/s/ RAYMOND F. BENTELE*	Director	May 9, 2001
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Raymond F. Bentele		
/s/ RALPH W. CLARK*	Director	May 9, 2001
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Ralph W. Clark		
/s/ R. TED ENLOE, III*	Director	May 9, 2001
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R. Ted Enloe, III		
/s/ RICHARD T. FISHER*	Director	May 9, 2001
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Richard T. Fisher		
/s/ BOB L. GADDY*	Director	May 9, 2001
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Bob L. Gaddy		
/s/ DAVID S. HAFFNER*	Director	May 9, 2001
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David S. Haffner		
/s/ THOMAS A. HAYS*	Director	May 9, 2001
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Thomas A. Hays		
/s/ ROBERT A. JEFFERIES, JR.*	Director	May 9, 2001
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Robert A. Jefferies, Jr.		
/s/ ALEXANDER M. LEVINE*	Director	May 9, 2001
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Alexander M. Levine		
/s/ DUANE W. POTTER*	Director	May 9, 2001
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Duane W. Potter		
/s/ MAURICE E. PURNELL, JR.*	Director	May 9, 2001
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Maurice E. Purnell, Jr.		
/s/ ALICE L. WALTON*	Director	May 9, 2001
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Alice L. Walton		
/s/ FELIX E. WRIGHT*	Director	May 9, 2001
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Felix E. Wright		

\*By: /s/ ERNEST C. JETT

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Ernest C. Jett  
Under Power-of-Attorney dated February 14, 2001.

EXHIBIT INDEX

Exhibit Number -----	Description -----
4	Leggett & Platt, Incorporated 1989 Flexible Stock Plan, as amended through May 14, 1997; reference is made to Appendix B to Registrant's definitive Proxy Statement dated March 27, 1997 used in conjunction with Registrant's Annual Meeting of Shareholders held on May 14, 1997.
5	Opinion of Ernest C. Jett, Vice President, General Counsel & Secretary to Registrant
23(a)	Consent of PricewaterhouseCoopers LLP
23(b)	Consent of Ernest C. Jett, Vice President, General Counsel & Secretary to Registrant (contained within Opinion of Counsel, Exhibit 5)
24	Power of Attorney executed by members of the Company's Board of Directors regarding the Form 10-K and certain registration statements; reference is made to the Registrant's Form 10-K for the fiscal year ended December 31, 2000

May 9, 2001

Leggett & Platt, Incorporated  
No. 1--Leggett Road  
Carthage, MO 64836

Re: Leggett & Platt, Incorporated 1989 Flexible Stock Plan  
Form S-8 Registration Statement  
Our File No.: 3-19-20

Gentlemen:

As Vice President, General Counsel and Secretary of Leggett & Platt, Incorporated (the "Company"), I have acted on its behalf in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the "Registration Statement") relating to 4,000,000 shares of the Company's Common Stock, \$.01 par value (the "Shares"), and the Preferred Stock Purchase Rights (the "Rights") attached to the Shares, to be issued in accordance with the terms of the 1989 Discount Stock Plan (the "Plan").

In this connection, I have examined the following documents:

- (i) Copy of the Restated Articles of Incorporation of the Company;
- (ii) Copies of the Bylaws of the Company, as amended to date;
- (iii) Minutes of the meetings of the Board of Directors and Shareholders of the Company;
- (iv) Copy of the Plan as amended through May 14, 1997;
- (v) The Registration Statement and all exhibits thereto.

I have also examined such other documents as I deemed necessary to the expression of the opinion contained herein.

Based upon the foregoing, I am of the opinion that:

- (1) The Company has been duly organized, validly existing and in good standing under the laws of the State of Missouri.
- (2) The Company has an authorized capitalization as set forth in the Registration Statement;
- (3) The Plan has been duly created and adopted by the Board of Directors of the Company and has been duly approved by the Shareholders of the Company and is a legal, valid and binding obligation of the Company enforceable in accordance with its terms;
- (4) The issuance of Shares pursuant to the Plan has been duly and validly authorized by the necessary corporate action; and
- (5) The Shares when issued in accordance with the terms of the Plan will be validly issued, fully paid and assessable.

I hereby consent to the use of my name in the Registration Statement and in the related Prospectus and to the use of this opinion as Exhibit 5 to the Registration Statement.

Sincerely,

LEGGETT & PLATT, INCORPORATED

/s/ ERNEST C. JETT

Ernest C. Jett  
Vice President, General Counsel & Secretary

ECJ/slk

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 31, 2001, relating to the financial statements of Leggett & Platt Incorporated, which appear in Leggett & Platt, Incorporated's Annual Report on Form 10-K for the year ended December 31, 2000.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

St. Louis, Missouri  
May 9, 2001