

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES  
ACT OF 1933

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

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

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)

Approximate date of commencement of proposed sale to public: From  
time to time after this Registration Statement becomes effective on dates,  
at times and on terms not currently determined.

If the only securities being registered on this Form are being  
offered pursuant to dividend or interest reinvestment plans, please check  
the following box.

If any of the securities being registered on this Form are to be  
offered on a delayed or continuous basis pursuant to Rule 415 under the  
securities Act of 1933, other than securities offered only in connection  
with dividend or interest reinvestment plans, check the following box. X

If this Form is filed to register additional securities for an  
offering pursuant to Rule 462(b) under the Securities Act, please check  
the following box and list the Securities Act registration statement  
number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule  
462(c) under the Securities Act, check the following box and list the  
Securities Act registration statement number of the earlier effective  
registration statement for the same offering. X

If delivery of the prospectus is expected to be made pursuant to Rule  
434, please check the following box.

15,024 Shares

Leggett & Platt, Incorporated

Common Stock  
\$.01 Par Value

The offering pursuant to this Registration Statement  
(Reg. No.33-55413) has terminated. In accordance with Registrant's  
undertakings all 24,388 shares (after taking into account a 2-for-1 stock  
split on September 15, 1996) of unsold Common Stock, \$.01 par value, of  
Leggett & Platt, Incorporated registered under this Registration Statement  
is hereby removed from registration.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the estimated expenses of the Company  
in connection with the issuance and distribution of the securities being  
registered, exclusive of those expenses to be borne by the Selling  
Shareholders.

|                              |          |
|------------------------------|----------|
| [S]                          | [C]      |
| SEC registration fee         | \$ 194   |
| Accounting fees and expenses | 500      |
| Legal fees and expenses      | 1,000    |
| Printing of documents        | 200      |
| Miscellaneous                | 200      |
| Total                        | \$ 2,094 |

Item 15. Indemnification of Directors and Officers

Under the Company's Restated Articles of Incorporation and Missouri corporation laws, each of the present and former directors and officers of the Company may be entitled to indemnification under certain circumstances from certain liabilities, claims and expenses arising from any threatened, pending or completed action, suit or proceeding (including any such action, suit or proceeding arising under the Securities Act of 1933), to which they are made a party by reason of the fact that he is or was a director or officer of the Company.

The Company insures its directors and officers against certain liabilities and has insurance against certain payments which it may be obliged to make to such persons under the indemnification provisions of its Restated Articles of Incorporation.

Item 16. Exhibits

5 Opinion of Ernest C. Jett, Assistant General Counsel to Registrant (previously filed)

23(a) Consent of Price Waterhouse LLP (previously filed)

23(b) Consent of Ernest C. Jett, Assistant General Counsel (contained in opinion previously filed as Exhibit 5 hereto)

Item 17. Undertakings

The undersigned Registrant hereby undertakes:

(a)

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any Prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(e) The undersigned Registrant hereby undertakes to deliver or cause to

be delivered with the Prospectus, to each person to whom the Prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the Prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the Prospectus, to deliver, or cause to be delivered to each person to whom the Prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the Prospectus to provide such interim financial information.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### 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-3 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Carthage, State of Missouri, on the 27th day of September, 1996.

LEGGETT & PLATT, INCORPORATED

By: /s/ ERNEST C. JETT

Ernest C. Jett  
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 has been signed below by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|-----------|-------|------|
|-----------|-------|------|

(a) Principal Executive Officer:

|   |  |  |
|---|--|--|
| /s/ HARRY M. CORNELL, JR.*<br>Harry M. Cornell, Jr. | Chairman of the Board, Chief<br>Executive Officer and Director |  |
|---|--|--|

(b) Principal Financial Officer:

|   |  |  |
|---|--|--|
| /s/ MICHAEL A. GLAUBER*<br>Michael A. Glauber | Senior Vice President, Finance<br>& Administration |  |
|---|--|--|

(c) Principal Accounting Officer:

|                                    |                              |                    |
|------------------------------------|------------------------------|--------------------|
| /s/ ALLAN J. ROSS<br>Allan J. Ross | Vice President<br>Accounting | September 27, 1996 |
|------------------------------------|------------------------------|--------------------|

(d) Directors:

|   |          |  |
|---|----------|--|
| /s/ ROBERT TED ENLOE, III*<br>Robert Ted Enloe, III | Director |  |
|---|----------|--|

|   |          |  |
|---|----------|--|
| /s/ RICHARD T. FISHER*<br>Richard T. Fisher | Director |  |
|---|----------|--|

|   |          |  |
|---|----------|--|
| /s/ ROBERT A. JEFFERIES, JR.*<br>Robert A. Jefferies, Jr. | Director |  |
|---|----------|--|

|   |          |  |
|---|----------|--|
| /s/ ALEXANDER M. LEVINE*<br>Alexander M. Levine | Director |  |
|---|----------|--|

/s/ RICHARD L. PEARSALL\*      Director  
Richard L. Pearsall

/s/ MAURICE E. PURNELL, JR.\*      Director  
Maurice E. Purnell, Jr.

/s/ FELIX E. WRIGHT\*              Director  
Felix E. Wright

By /s/ ERNEST C. JETT  
Ernest C. Jett  
\*Attorney in Fact Pursuant to Power of Attorney  
dated February 9, 1994.

September 27, 1996