

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S - 8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LEGETT & PLATT, INCORPORATED  
(Exact Name of Registrant as Specified in its Charter)

Missouri 44-0324630  
(State of Incorporation) (IRS Employer Identification No.)

No. 1 -- Leggett Road  
Carthage, Missouri 64836  
(Address of Principal Executive Offices)

1989 FLEXIBLE STOCK PLAN  
(Full Title of the Plan)

JOHN A. LYCKMAN  
Assistant General Counsel & Assistant Secretary  
LEGETT & PLATT, INCORPORATED  
No. 1 -- Leggett Road  
Carthage, Missouri 64836  
(Name and Address of Agent for Service)

(417) 358-8131  
(Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per share*	Proposed maximum aggregate market price*	Amount of registration fee
Common Stock	1,701,599	\$38.1875	\$64,979,812	\$22,406.83

\*Estimated solely for purpose of calculation of the registration fee based upon the average of the high and low prices of the Company's Common Stock as reported in The Wall Street Journal for June 22, 1994, pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933.

The contents of Registration Statement File No. 33-15441 are hereby incorporated by reference.

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 \_\_\_\_\_ day of June, 1994.

LEGETT & PLATT, INCORPORATED

By /s/ Harry M. Cornell, Jr.  
Harry M. Cornell, Jr.  
Chairman of the Board 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

(a) Principal Executive Officer

/s/ Harry M. Cornell, Jr.  
Harry M. Cornell, Jr. Chairman of the Board,  
Chief Executive Officer and  
Director

(b) Principal Financial Officer and  
Principal Accounting Officer

/s/ Michael A. Glauber  
Michael A. Glauber Senior Vice President,  
Finance & Administration

Directors:

Herbert C. Casteel\*  
Herbert C. Casteel Director

R. Ted Enloe\*  
R. Ted Enloe Director

Richard T. Fisher\*  
Richard T. Fisher Director

Frank E. Ford, Jr.\*  
Frank E. Ford, Jr. Director

Robert A. Jefferies, Jr.\*  
Robert A. Jefferies, Jr. Director

Alexander M. Levine\*  
Alexander M. Levine Director

James C. McCormick\*  
James C. McCormick Director

Richard L. Pearsall\*  
Richard L. Pearsall Director

Maurice E. Purnell, Jr.\*  
Maurice E. Purnell Director

Felix E. Wright\*  
Felix E. Wright Director

By /s/ Ernest C. Jett  
Ernest C. Jett  
\*As Attorney-in-fact  
Pursuant to Power of  
Attorney dated  
February 9, 1994

EXHIBIT INDEX

Exhibit Number	Description	Sequential Page Number
(4)	Leggett & Platt, Incorporated 1989 Flexible Stock Plan, as amended through May 11, 1994; reference is made to Appendix A to the Proxy Statement of Leggett & Platt, Incorporated dated April 4, 1994, concerning Leggett & Platt, Incorporated's Annual Meeting of Shareholders held May 11, 1994	
(5)	Opinion of Ernest C. Jett, Assistant General Counsel to the Registrant	
(23)(a)	Consent of Price Waterhouse	
(23)(b)	Consent of Assistant General Counsel (contained in opinion)	
(24)	Power of Attorney dated February 9, 1994, reference is made to Exhibit 24 in Registrant's Annual Report on Form 10-K for the year ended December 31, 1993	

Leggett & Platt Incorporated  
No. 1 Leggett Road  
Carthage Mo 64836

Re: 1989 Flexible Stock Plan  
Form S-8 Registration Statement  
Our File #3-19-5

Gentlemen:

As Assistant General Counsel, Managing Director of the Legal Department, of Leggett & Platt, Incorporated, a Missouri corporation (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 (the "Registration Statement"), under the Securities Act of 1933, as amended, for 1,701,599 shares (the "Shares") of \$.01 par value Common Stock (the "Common Stock") of the Company to be issued in accordance with the terms of the 1989 Flexible Stock Plan (the "Plan") of the Company.

In this connection, I have examined and am familiar with the following documents:

- (i) Copy of the Restated Articles of Incorporation of the Company;
- (ii) Copy 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 relating to the adoption of the Plan;
- (iv) Copy of the Plan as amended through May 11, 1994;
- (v) The Registration Statement and all exhibits thereto.

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

Leggett & Platt, Incorporated  
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June 28, 1994

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

- (i) The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Missouri;
- (ii) The Company has an authorized capitalization as set forth in the Registration Statement;
- (iii) 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;
- (iv) The issuance of Shares pursuant to the Plan has been duly and validly authorized by necessary corporate action; and
- (v) The Shares when issued in accordance with the terms of the Plan will be validly issued, fully paid and nonassessable.

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

Very truly yours,

LEGGETT & PLATT, INCORPORATED

/s/ Ernest C. Jett  
Ernest C. Jett  
Assistant General Counsel  
Managing Director, Legal Department

ECJ/jmg

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the use in the Prospectus constituting part of this Registration Statement on Form S-8 of Leggett & Platt, Incorporated, of our report dated February 17, 1994, relating to the financial statements of Leggett & Platt, Incorporated, which appears in such Prospectus. We also consent to the use in the Registration Statement of our report dated February 17, 1994, on the Financial Statement Schedules which appears in Part II of this Registration Statement. We also consent to the reference to us under the headings "Experts" in such Prospectus.

PRICE WATERHOUSE  
St. Louis, Missouri  
June 28, 1994