

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 10-Q**

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(Mark One)

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

For the quarterly period ended June 30, 2004

OR

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

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-07845

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**LEGETT & PLATT, INCORPORATED**

(Exact name of registrant as specified in its charter)

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**Missouri**  
(State or other jurisdiction of  
incorporation or organization)

**No. 1 Leggett Road**  
**Carthage, Missouri**  
(Address of principal executive offices)

**44-0324630**  
(I.R.S. Employer  
Identification No.)

**64836**  
(Zip Code)

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

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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  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Common stock outstanding as of July 23, 2004: 191,678,855

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

(Amounts in millions)	<u>June 30, 2004</u>	<u>December 31, 2003</u>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 408.3	\$ 443.9
Accounts and notes receivable	798.7	698.6
Allowance for doubtful accounts	(20.9)	(17.9)
Inventories	697.2	628.3
Other current assets	68.8	66.5
	<hr/>	<hr/>
Total current assets	1,952.1	1,819.4
<b>PROPERTY, PLANT &amp; EQUIPMENT, NET</b>	948.6	967.1
<b>OTHER ASSETS</b>		
Excess cost of purchased companies over net assets acquired, less accumulated amortization of \$114.4 in 2004 and \$115.0 in 2003	1,004.8	989.5
Other intangibles, less accumulated amortization of \$39.5 in 2004 and \$35.1 in 2003	62.2	44.0
Sundry	67.3	69.7
	<hr/>	<hr/>
Total other assets	1,134.3	1,103.2
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<b>TOTAL ASSETS</b>	<b>\$4,035.0</b>	<b>\$ 3,889.7</b>
<b>CURRENT LIABILITIES</b>		
Current maturities of long-term debt	\$ 482.6	\$ 119.4
Accounts payable	244.0	195.2
Accrued expenses	256.7	223.8
Other current liabilities	100.8	87.5
	<hr/>	<hr/>
Total current liabilities	1,084.1	625.9
<b>LONG-TERM DEBT</b>	618.8	1,012.2
<b>OTHER LIABILITIES AND DEFERRED INCOME TAXES</b>	140.9	137.6
<b>SHAREHOLDERS' EQUITY</b>		
Common stock	2.0	2.0
Additional contributed capital	440.3	433.7
Retained earnings	1,873.6	1,788.3
Accumulated other comprehensive income	32.1	34.4
Treasury stock	(156.8)	(144.4)
	<hr/>	<hr/>
Total shareholders' equity	2,191.2	2,114.0
	<hr/>	<hr/>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$4,035.0</b>	<b>\$ 3,889.7</b>

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)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2004	2003	2004	2003
<b>(Amounts in millions, except per share data)</b>				
Net sales	\$ 2,465.3	\$ 2,090.3	\$ 1,278.1	\$ 1,052.7
Cost of goods sold	2,006.8	1,725.2	1,034.7	868.9
Gross profit	458.5	365.1	243.4	183.8
Selling and administrative expenses	227.8	196.8	115.8	99.6
Other deductions (income), net	.6	.8	.8	1.8
Earnings before interest and income taxes	230.1	167.5	126.8	82.4
Interest expense	23.8	21.4	11.8	11.5
Interest income	3.1	2.9	1.4	1.5
Earnings before income taxes	209.4	149.0	116.4	72.4
Income taxes	69.8	52.9	39.6	25.7
<b>NET EARNINGS</b>	<b>\$ 139.6</b>	<b>\$ 96.1</b>	<b>\$ 76.8</b>	<b>\$ 46.7</b>
<b>Earnings Per Share</b>				
Basic	\$ .71	\$ .49	\$ .39	\$ .24
Diluted	\$ .71	\$ .49	\$ .39	\$ .24
<b>Cash Dividends Declared</b>				
Per Share	\$ .28	\$ .26	\$ .14	\$ .13
<b>Average Shares Outstanding</b>				
Basic	196.1	197.1	196.0	196.6
Diluted	197.0	197.4	197.0	197.0

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,	
	2004	2003
<b>OPERATING ACTIVITIES</b>		
Net Earnings	\$ 139.6	\$ 96.1
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation	84.1	78.0
Amortization	5.6	4.3
Other	(13.7)	16.1
Other changes, excluding effects from purchase of companies		
(Increase) in accounts receivable, net	(88.8)	(77.7)
(Increase) in inventories	(63.1)	(45.7)
Decrease (Increase) in other current assets	1.0	(6.5)
Increase in current liabilities	107.1	58.9
	<u>171.8</u>	<u>123.5</u>
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>171.8</b>	<b>123.5</b>
<b>INVESTING ACTIVITIES</b>		
Additions to property, plant and equipment	(72.9)	(66.7)
Purchases of companies, net of cash acquired	(32.6)	(14.2)
Proceeds from liquidation of interest rate swap agreement	—	39.9
Other	14.3	11.2
	<u>(91.2)</u>	<u>(29.8)</u>
<b>NET CASH USED FOR INVESTING ACTIVITIES</b>	<b>(91.2)</b>	<b>(29.8)</b>
<b>FINANCING ACTIVITIES</b>		
Additions to debt	2.8	355.0
Payments on debt	(33.2)	(89.4)
Dividends paid	(54.1)	(50.6)
Issuances of common stock	13.0	1.4
Purchases of common stock	(44.7)	(58.4)
	<u>(116.2)</u>	<u>158.0</u>
<b>NET CASH (USED FOR) PROVIDED BY FINANCING ACTIVITIES</b>	<b>(116.2)</b>	<b>158.0</b>
<b>(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(35.6)</b>	<b>251.7</b>
CASH AND CASH EQUIVALENTS - January 1,	443.9	225.0
	<u>408.3</u>	<u>476.7</u>
<b>CASH AND CASH EQUIVALENTS - June 30,</b>	<b>\$ 408.3</b>	<b>\$ 476.7</b>

See accompanying notes to consolidated condensed financial statements.

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

(Amounts in millions, except per share data)

1. STATEMENT

The interim financial statements of the Company included herein have not been audited by independent auditors. The statements include all adjustments, including normal recurring accruals, which management considers necessary for a fair presentation of the financial position and operating results of the Company for the periods presented. The statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in conformity with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The operating results for interim periods are not necessarily indicative of results to be expected for an entire year.

For further information, refer to the financial statements of the Company and footnotes thereto included in the annual report on Form 10-K of the Company for the year ended December 31, 2003.

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, are comprised of the following:

	June 30, 2004	December 31, 2003
At First-In, First-Out (FIFO) cost		
Finished goods	\$ 363.7	\$ 316.5
Work in process	98.6	80.0
Raw materials and supplies	287.0	242.9
	<u>749.3</u>	<u>639.4</u>
Excess of FIFO cost over LIFO cost	(52.1)	(11.1)
	<u>\$ 697.2</u>	<u>\$ 628.3</u>

The Company calculates its LIFO reserve (the excess of FIFO cost over LIFO cost) on an annual basis. During interim periods, the Company estimates the change in the LIFO reserve at year-end (i.e., the annual LIFO expense or income) and allocates that change proportionally to the four quarters. The interim estimate of the annual LIFO reserve change can vary significantly quarter-to-quarter, and from the actual amount for the year, based on price changes experienced in subsequent periods and on actual inventory levels at year-end.

3. PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment is comprised of the following:

	June 30, 2004	December 31, 2003
Property, plant and equipment, at cost	\$ 2,098.7	\$ 2,066.8
Less accumulated depreciation	(1,150.1)	(1,099.7)
	<u>\$ 948.6</u>	<u>\$ 967.1</u>

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

4. COMPREHENSIVE INCOME

In accordance with the provisions of Financial Accounting Standard No. 130, comprehensive income for the quarters ending June 30, 2004 and 2003 was \$63.8 and \$73.5, respectively. For the six months ending June 30, 2004 and 2003, comprehensive income was \$137.3 and \$156.3, 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,	
	2004	2003	2004	2003
<b>Basic</b>				
Weighted average shares outstanding, including shares issuable for little or no cash	196.1	197.1	196.0	196.6
Net earnings	\$ 139.6	\$ 96.1	\$ 76.8	\$ 46.7
Earnings per share - basic	\$ .71	\$ .49	\$ .39	\$ .24
<b>Diluted</b>				
Weighted average shares outstanding, including shares issuable for little or no cash	196.1	197.1	196.0	196.6
Additional dilutive shares principally from the assumed exercise of outstanding stock options	.9	.3	1.0	.4
	197.0	197.4	197.0	197.0
Net earnings	\$ 139.6	\$ 96.1	\$ 76.8	\$ 46.7
Earnings per share - diluted	\$ .71	\$ .49	\$ .39	\$ .24

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 for any of the periods presented. 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 currently known claims and proceedings is remote.

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

7. SEGMENT INFORMATION

Reportable segments are 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 Fixturing & Components derives its revenues from retail store fixtures, displays, storage, material handling systems, components for office and institutional furnishings, and plastic components. The Aluminum Products revenues are derived from die castings, custom tooling, and secondary machining and coating. 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 derives its 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, 2004 and 2003 and the quarters ended June 30, 2004 and 2003 are shown in the following tables. Segment figures for 2003 are restated for an organizational move of two small operations from Residential Furnishings to Specialized Products.

	External Sales	Inter - Segment Sales	Total Sales	EBIT
<b>Six Months ended June 30, 2004</b>				
Residential Furnishings	\$ 1,208.2	\$ 6.3	\$ 1,214.5	\$ 140.5
Commercial Fixturing & Components	507.4	2.9	510.3	24.3
Aluminum Products	269.9	8.2	278.1	28.5
Industrial Materials	235.9	140.3	376.2	54.4
Specialized Products	243.9	30.5	274.4	27.8
Intersegment eliminations	—	—	—	(4.4)
Change in LIFO reserve	—	—	—	(41.0)
	<u>\$ 2,465.3</u>	<u>\$ 188.2</u>	<u>\$ 2,653.5</u>	<u>\$ 230.1</u>
<b>Six Months ended June 30, 2003</b>				
Residential Furnishings	\$ 1,047.3	\$ 3.8	\$ 1,051.1	\$ 95.9
Commercial Fixturing & Components	420.4	4.6	425.0	12.3
Aluminum Products	242.4	6.4	248.8	22.9
Industrial Materials	174.6	105.1	279.7	15.1
Specialized Products	205.6	31.6	237.2	26.6
Intersegment eliminations	—	—	—	(3.9)
Change in LIFO reserve	—	—	—	(1.4)
	<u>\$ 2,090.3</u>	<u>\$ 151.5</u>	<u>\$ 2,241.8</u>	<u>\$ 167.5</u>

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

7. SEGMENT INFORMATION (continued)

	External Sales	Inter - Segment Sales	Total Sales	EBIT
<b>Quarter ended June 30, 2004</b>				
Residential Furnishings	\$ 611.9	\$ 4.2	\$ 616.1	\$ 71.1
Commercial Fixturing & Components	266.4	1.4	267.8	18.2
Aluminum Products	137.9	4.1	142.0	14.1
Industrial Materials	131.2	73.9	205.1	34.9
Specialized Products	130.7	15.5	146.2	16.3
Intersegment eliminations	—	—	—	(4.3)
Change in LIFO reserve	—	—	—	(23.5)
	<u>\$ 1,278.1</u>	<u>\$ 99.1</u>	<u>\$ 1,377.2</u>	<u>\$ 126.8</u>
<b>Quarter ended June 30, 2003</b>				
Residential Furnishings	\$ 523.5	\$ 2.0	\$ 525.5	\$ 46.7
Commercial Fixturing & Components	218.6	2.3	220.9	6.4
Aluminum Products	116.8	3.3	120.1	9.4
Industrial Materials	83.5	49.4	132.9	7.1
Specialized Products	110.3	14.9	125.2	15.0
Intersegment eliminations	—	—	—	(8)
Change in LIFO reserve	—	—	—	(1.4)
	<u>\$ 1,052.7</u>	<u>\$ 71.9</u>	<u>\$ 1,124.6</u>	<u>\$ 82.4</u>

Average asset information for the Company's segments at June 30, 2004 and December 31, 2003 is shown in the following table:

	June 30, 2004	December 31, 2003
<b>Assets</b>		
Residential Furnishings	\$ 1,359.7	\$ 1,328.0
Commercial Fixturing & Components	946.6	950.2
Aluminum Products	379.7	376.3
Industrial Materials	273.9	263.2
Specialized Products	466.9	414.2
Unallocated assets	540.6	615.3
Adjustment to period-end vs. average assets	67.6	(57.5)
	<u>\$ 4,035.0</u>	<u>\$ 3,889.7</u>



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

8. STOCK OPTIONS

Effective January 1, 2003, the Company adopted the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, prospectively to all employee awards granted, modified, or settled after January 1, 2003. Awards under the Company's plans generally vest over four years. Therefore, the cost related to stock-based employee compensation included in the determination of net income for 2003 and 2004 is less than that which would have been recognized if the fair value based method had been applied to all awards since the original effective date of Statement No. 123. The following table illustrates the effect on net income and earnings per share if the fair value based method had been applied to all outstanding and unvested awards in each period.

	Six Months Ended June 30,		Three Months Ended June 30,	
	2004	2003	2004	2003
Net Earnings, as reported	\$ 139.6	\$ 96.1	\$ 76.8	\$ 46.7
Add: Stock-based compensation cost, net of taxes, included in net earnings as reported	4.7	3.2	2.3	1.6
Deduct: Stock-based compensation cost, net of taxes, if the fair value based method had been applied to all awards	(5.4)	(4.1)	(2.6)	(2.0)
<b>Net earnings</b>	<b>\$ 138.9</b>	<b>\$ 95.2</b>	<b>\$ 76.5</b>	<b>\$ 46.3</b>
<b>Earnings per share – as reported</b>				
Basic	\$ .71	\$ .49	\$ .39	\$ .24
Diluted	\$ .71	\$ .49	\$ .39	\$ .24
<b>Pro forma earnings per share</b>				
Basic	\$ .71	\$ .48	\$ .39	\$ .24
Diluted	\$ .71	\$ .48	\$ .39	\$ .24

9. EMPLOYEE BENEFIT PLANS

The following table provides interim information at June 30, 2004 and 2003 as to the Company's sponsored domestic and foreign defined benefit pension plans. Expected 2004 employer contributions are not significantly different than the \$1.5 previously reported.

	Six Months Ended June 30,		Three Months Ended June 30,	
	2004	2003	2004	2003
<b>Components of Net Pension Income (Expense)</b>				
Service cost	\$ (2.4)	\$ (2.0)	\$ (1.2)	\$ (1.0)
Interest cost	(4.6)	(4.6)	(2.3)	(2.3)
Expected return on plan assets	6.8	6.2	3.4	3.1
Amortization of net transition asset	(.2)	—	(.1)	—
Recognized net actuarial gain (loss)	(.2)	(.8)	(.1)	(.4)
<b>Net pension income (expense)</b>	<b>\$ (.6)</b>	<b>\$ (1.2)</b>	<b>\$ (.3)</b>	<b>\$ (.6)</b>

**Introduction**

Leggett & Platt is a Fortune 500, global, multi-industry, diversified manufacturer. We conceive, design and produce a broad variety of engineered components and products that can be found in virtually every home, office, retail store, and automobile. We sell very little product directly to consumers, but instead serve a broad array of manufacturers and retailers. Our products are often hidden within, and vital to, our customers' products. Key attributes that contribute to our success include: low cost operations, high quality products, vertical integration, innovation, customer service, financial strength, and long-lived relationships with customers. We are North America's leading independent manufacturer of a) components for residential furniture and bedding; b) retail store fixtures and point of purchase displays; c) components for office furniture; d) non-automotive aluminum die castings; e) drawn steel wire; f) automotive seat support and lumbar systems; and g) bedding industry machinery for wire forming, sewing and quilting.

Our operations are influenced by broad economic factors including interest rates, housing turnover, employment levels, and consumer sentiment, all of which impact consumer spending on durable goods (which drives demand for our components and products). We are also impacted by trends in business capital spending, as about one-third of our sales relates to this segment of the economy. Currently, in 2004, most of these indicators are favorable and improving.

Performance in the remainder of 2004 will continue to be heavily influenced by three factors: the amount of same location sales growth, our degree of success at recovering escalating steel and other raw material costs, and the extent of improvement in our Fixture & Display operations. Management is devoting significant attention to these areas. These factors and others are discussed in detail below.

**Results of Operations***Discussion of Consolidated Results*

Record quarterly sales of \$1.28 billion were 21% higher than in the second quarter of 2003, with acquisitions contributing one-third of the growth. Same location sales increased 14.0%, with approximately half attributable to unit volume gains and half to inflation (primarily in response to higher steel costs). When combined with the 9% advances in both the fourth quarter of 2003 and the first quarter of 2004, same location growth for the last nine months is the strongest since 1994.

Second quarter earnings per diluted share were \$.39, an increase of \$.15, or 63%, from the \$.24 per diluted share attained in the second quarter of 2003. Higher sales, previous consolidation and cost reduction efforts, and recent acquisitions contributed to the increase.

For the first six months of 2004, sales were \$2.46 billion, an increase of 18% versus sales of \$2.09 billion in the first six months of 2003. Same location sales were up 11.3% year-to-date. Earnings, at \$.71 per diluted share, were up 45% from last year's \$.49 per diluted share.

Pretax earnings for the second quarter of 2004 reflect LIFO expense of \$23.5 million vs. \$1.4 million in the second quarter of 2003. For the first six months of 2004, LIFO expense was \$41.0 million, compared to \$1.4 million in the same period of 2003. As further discussed in Note 2 of the Notes to Consolidated Condensed Financial Statements, the Company's quarterly LIFO expense is based on a current estimate of the annual expense expected for the year. This estimated annual expense is allocated proportionally to all interim periods. Steel price increases in the first half of 2004 have been significant and unprecedented, resulting in an estimated LIFO expense for the full year of approximately \$82 million. In the first half of 2003, relatively stable prices were estimated for the year (total year LIFO expense for 2003 was \$1.8 million). Accurately predicting steel prices for the remainder of 2004 is extremely difficult. Therefore, LIFO expense for the full year of 2004 could be significantly different from that currently estimated. In addition, a variation in expected ending inventory levels could also impact total LIFO expense for the year. Any change in the annual estimate of LIFO expense will be reflected in the estimates for future remaining interim periods of 2004.

During the second quarter the Company completed its annual assessment as required by SFAS No. 142. No goodwill impairments were identified as all Reporting Units' estimated fair values continue to exceed their recorded net book values, including the Fixture & Display unit. Margins have recently improved for the Fixture & Display unit, as anticipated in the fair value calculations, although continued improvement is required to meet the assumptions underlying the current fair value estimate for this Reporting Unit. Based on its tactical plan for this business, management believes that the future expected improvements in profitability are achievable and no impairment of the \$300 million of goodwill for the Fixture & Display Reporting Unit will occur.

Assuming the strengthening trend of the economy continues through the second half of the year, we are anticipating full year 2004 same location sales to increase by 8% to 11% compared to an increase of 1.2% in 2003. This expectation is heavily influenced by our strong year-to-date sales, and the increased demand that our markets are currently experiencing. All of the Company's five segments posted strong sales growth in the second quarter of 2004, with four of the five segments reporting increases in same location sales.

The majority of the inflation the Company is experiencing relates to steel prices, which have escalated dramatically since late 2003. Despite a second quarter decline in scrap prices, market demand pushed average rod and rolled steel prices higher during the quarter to nearly double year-ago levels. Since late 2003, we have implemented selling price increases to pass-along rising steel costs. Those increases continued throughout the second quarter, contributing to year-over-year revenue growth. Management believes that during the first half of 2004, selling price increases offset most of the earnings impact of higher steel costs. Although steel prices for the rest of the year remain uncertain, recent (July) scrap price increases are expected to drive rolled steel and rod prices above current levels during the third quarter. The degree to which the Company is able to mitigate or recover these escalating costs will be a major factor in future results.

In recent years, worldwide steel production capacity declined considerably. Now, with the worldwide demand for steel increasing, supply has tightened dramatically. Although some uncertainty over steel availability exists, we believe we will continue to be able to access sufficient quantities on a timely basis and are better positioned than our competitors to secure supply. Steel scrap and rod represent about 70% of our steel tonnage purchases. This material is converted to wire, which is the raw material used by many of our operations. Approximately half of the steel rod we use comes from our own mill, helping ensure supply. In addition, our financial strength and purchasing leverage are advantages many of our competitors don't enjoy.

In some markets, our customers are moving their production from the U.S. to other countries. In order to remain a reliable and cost competitive supplier, we have and will continue to establish operations in new regions of the world. Generally, we can produce components at a lower cost in the U.S. However, the transportation and other logistical benefits of being in-country with our customers usually more than offset the production cost differences. Currently, the largest international influence on our markets is China. At June 30, 2004, Leggett operated eight Chinese facilities. In addition to our own facilities in China, we have strong relationships with many Asian suppliers.

With our international expansion has come an increased exposure to foreign currencies. As a result, significant changes in foreign currency exchange rates can have a material impact on reported earnings and financial position. Leggett currently utilizes derivative instruments to hedge certain individually identified transactions and only a modest amount of net investment exposure.

EBIT (earnings before interest and income taxes) improved significantly in the Commercial Fixturing and Components segment during the second quarter of 2004, despite slightly lower same location sales. Margins grew to 6.8% versus 2.9% a year ago. These gains are due in part to steps taken under our October 2003 tactical plan to improve the financial performance of our Fixture & Display operations, a major component of this segment. Steps taken under the plan include standard costing reviews and price increases where necessary, reduction of overheads and headcount, cost reductions with vendors, management changes in certain operations, and close scrutinization of capacity utilization and scheduling optimization. We continue to believe in the long-term attractiveness of the Fixture and Display business, and are progressing toward the double-digit margin targets we expect to achieve when market demand strengthens.

Additional comments regarding these recent trends are included in the Discussion of Segment Results that follows.

## Discussion of Segment Results

A description of the products included in each segment, along with segment financial data, appear in Note 7 of the Notes to Consolidated Condensed Financial Statements. Individual segment EBIT is presented using the FIFO inventory method, and, therefore, does not reflect LIFO inventory charges of \$23.5 million and \$41.0 million, respectively, for the three months and six months ended June 30, 2004 (for 2003, three month and six month LIFO charges were \$1.4 million). Following is a comparison of EBIT margins (Segment EBIT divided by Segment Total Sales):

	Three Months Ended		Six Months Ended	
	June 30, 2004	June 30, 2003	June 30, 2004	June 30, 2003
Residential Furnishings	11.5%	8.9%	11.6%	9.1%
Commercial Fixturing & Components	6.8	2.9	4.8	2.9
Aluminum Products	9.9	7.8	10.2	9.2
Industrial Materials	17.0	5.3	14.5	5.4
Specialized Products	11.1	12.0	10.1	11.2

## Second Quarter Discussion

### Residential Furnishings

Total sales increased 17.2%, or \$90.6 million, including a same location sales increase of 13.3%. Worldwide innerspring unit sales were up slightly based on strength in international markets. Unit sales growth in mechanisms for upholstered furniture increased significantly during the quarter. Our strong performance in upholstered furniture over the past three years has resulted from growing share with domestic producers, growing international demand, and a trend to incorporate motion features into more lines of furniture. Our prime foam and carpet underlay operations posted double-digit growth this quarter versus a year ago. These improvements primarily reflect new specialty foam product introductions and market share gains. EBIT increased \$24.4 million, or 52.2%, with gains arising from higher sales, prior cost reduction and plant consolidation efforts, and improved overhead recovery (due to higher manufacturing levels). These gains were partially offset by modest restructuring expenses.

The Company acquired one business during the second quarter that designs, produces, and sources comforters, pillows, and other “top-of-the-bed” accessories, and should add approximately \$12 million in annual revenues to this segment.

### Commercial Fixturing & Components

Total sales increased 21.2%, or \$46.9 million, entirely from acquisitions. Same location sales declined .3%. Volume was down slightly in our Fixture & Display operations. Retailer spending has not shown much improvement, and our outlook for the balance of the year is for flat to slightly positive volume. Demand for office furniture components improved modestly during the quarter. The recovery in this market is expected to be gradual, and the past year has seen stable to improving results for most of these businesses. EBIT nearly tripled, from \$6.4 million last year to \$18.2 million this year, as improvements arising from the tactical plan, and non-recurrence of last year’s inventory adjustments were partially offset by a small restructuring charge.

### Aluminum Products

Total sales increased \$21.9 million, or 18.2%, solely from increased same location sales. Most of the sales growth was volume related, as inflation has been modest in this segment, and has been passed along to customers. Much of the segment’s growth over the past year has come through new programs for producers of motorcycles, small engines, and large appliances, among others. Barbecue grill volumes declined versus last year, but new opportunities in other markets have helped replace the volume. Higher sales led to an EBIT increase of \$4.7 million, or 50.0%.

### *Industrial Materials*

Total sales increased \$72.2 million, or 54.3%, solely from same location sales increases (largely resulting from inflation in steel prices). Higher production, improved overhead recovery, full utilization of the Sterling rod mill (versus last year's ramp up), and an above average spread between the selling price of steel rod and the cost of scrap, (which benefited the rod mill) contributed to an EBIT improvement of \$27.8 million.

We believe the spreads reflected in the first half results are not sustainable in the long-term. In fact, we have already seen these spreads narrow in July as scrap prices have increased back to first quarter levels or above.

### *Specialized Products*

Total sales increased \$21.0 million, or 16.8%. Same location sales increased 8.7%, primarily due to higher unit volumes in our machinery operations. Machinery demand is strong this year, as many bedding manufacturers who have delayed spending the past three years are placing orders for new equipment. The Company acquired one business during the second quarter, a small German manufacturer of specialty sewing machines that should add approximately \$4 million to annual sales in this segment.

Our automotive sales are roughly flat when compared to last year. Production levels by the major auto-makers declined in the second quarter due to weaker market demand. Industry production levels for the remainder of the year are expected to be slightly below last year's levels. Despite the market declines, we expect our volume to remain steady due to new programs and increased product placement over the past year.

EBIT increased 8.7%, or \$1.3 million, with sales-related gains partially offset by higher raw material costs and a small restructuring charge.

### **Six-Month Discussion**

#### *Residential Furnishings*

Total sales increased 15.5%, or \$163.4 million. Same location sales increased 11.8%, and were augmented by acquisitions. Demand improved across most business units, with bedding components and mechanisms for upholstered furniture posting the greatest year-over-year growth. Inflation and currency factors also contributed to the sales increase. EBIT increased \$44.6 million, or 46.5%, with gains arising from higher sales, prior cost reduction and plant consolidation efforts, and improved overhead recovery (due to higher manufacturing levels). These gains were partially offset by modest restructuring expenses and the impact of a weaker U.S. dollar.

#### *Commercial Fixturing & Components*

Total sales increased 20.1%, or \$85.3 million, entirely from recent acquisitions, as same location sales were flat. EBIT nearly doubled, from \$12.3 million last year to \$24.3 million this year, as improvements arising from the Fixture & Display tactical plan and non-recurrence of last year's inventory adjustments were partially offset by impacts from currency rates, higher raw material prices, and restructuring costs.

#### *Aluminum Products*

Total sales increased \$29.3 million or 11.8%, solely from increased same location sales. Higher sales, partially offset by a change in product mix, led to an EBIT increase of \$5.6 million, or 24.5%.

### *Industrial Materials*

Total sales increased \$96.5 million, or 34.5%, solely from same location sales increases (again largely resulting from inflation in steel prices). Higher sales and production, improved overhead recovery, full utilization of the Sterling rod mill, and an above average second quarter rod-to-scrap price spread contributed to an EBIT improvement of \$39.3 million.

### Specialized Products

Total sales increased \$37.2 million, or 15.7%. Same location sales increased 9.8%, primarily due to higher unit volumes. EBIT increased 4.5%, or \$1.2 million, with sales-related gains partially offset by higher raw material costs and the effect of currency rates. The Company acquired two businesses during the first quarter that produce automotive seating components. These companies are expected to add about \$32 million to segment revenue on an annual basis.

### Capital Resources and Liquidity

We have sufficient capital resources to meet both our current operating needs and to support current plans for organic growth and acquisitions. We attempt to achieve a balance between debt and equity, striving to minimize the total cost of capital, without excessive leverage. Leggett maintains a target for long-term debt of 30-40% of total capitalization. At June 30, 2004, net debt to total capitalization was 22.9%

#### Short-term Liquidity

We rely on cash flow from operations as our primary source of capital. In 2003 we took advantage of historically low interest rates by issuing fixed rate debt with maturities of 10 and 15 years. As a result, cash and equivalents have increased to a level that provides adequate liquidity to finance ongoing operations, pay down debt maturing in the near term, and fund current growth requirements.

Cash provided by operating activities was \$171.8 million in the first six months of 2004, compared to \$123.5 million in the first six months of 2003. The increase in cash provided by operating activities primarily reflects increased earnings and smaller increases in working capital.

Total working capital increased in the first six months of 2004, primarily due to higher accounts receivable, which increased due to strong sales during the first half of the year, and higher inventory levels. These increases were partially offset by increased payables and other current liabilities. Working capital levels relative to sales vary by segment, with Aluminum Products and Commercial Fixturing & Components requirements being higher than Company averages. Accounts receivable balances in these two segments are typically higher due to the longer credit and collection time required to service certain customers of the Aluminum Die Casting and Fixture & Display businesses. These same businesses also require higher inventory investments due to the custom nature of their products, longer manufacturing lead times (in certain cases), and the need of many customers to receive large volumes of product within short periods of time.

#### Total Capitalization

The following table recaps Leggett's total capitalization and unused committed credit at June 30, 2004 and December 31, 2003.

(Dollar amounts in millions)	June 30, 2004	December 31, 2003
Long-term debt outstanding:		
Scheduled maturities	\$ 618.8	\$ 1,012.2
<b>Average interest rates*</b>	<b>4.1%</b>	<b>4.1%</b>
<b>Average maturities in years*</b>	<b>4.9</b>	<b>6.0</b>
Revolving credit/commercial paper	—	—
<b>Total long-term debt</b>	<b>618.8</b>	<b>1,012.2</b>
Deferred income taxes and other Liabilities	140.9	137.6
Shareholders' equity	2,191.2	2,114.0
<b>Total capitalization</b>	<b>\$2,950.9</b>	<b>\$ 3,263.8</b>
Unused committed credit:		
Long-term	\$ 213.0	\$ 213.0
Short-term	126.5	126.5
<b>Total unused committed credit</b>	<b>\$ 339.5</b>	<b>\$ 339.5</b>
Ratio of earnings to fixed charges**	7.6x	6.2x

\* Including current maturities.

\*\* Fixed charges include interest expense, capitalized interest, plus implied interest included in operating leases.

This next table shows the calculation of long-term debt as a percent of total capitalization, net of cash and including current maturities, at June 30, 2004 and December 31, 2003. We believe that adjusting this measure for cash and current maturities more appropriately reflects financial leverage, as it is the Company's practice and intent to utilize excess cash to repay debt and to refinance remaining current maturities, if any, on a long-term basis. These adjustments also enable meaningful comparisons to historical periods. Prior to 2003, current debt maturities and cash balances were much smaller.

(Amounts in millions)	June 30, 2004	December 31, 2003
<b>Debt to total capitalization:</b>		
Long-term debt	\$ 618.8	\$ 1,012.2
Current debt maturities	482.6	119.4
Cash and cash equivalents	(408.3)	(443.9)
<b>Net debt, after adjustments</b>	<b>\$ 693.1</b>	<b>\$ 687.7</b>
<b>Total Capitalization</b>	<b>\$2,950.9</b>	<b>\$ 3,263.8</b>
Current debt maturities	482.6	119.4
Cash and cash equivalents	(408.3)	(443.9)
<b>Total capitalization, after adjustments</b>	<b>\$3,025.2</b>	<b>\$ 2,939.3</b>
<b>Debt to total capitalization</b>		
Before adjustments	21.0%	31.0%
After adjustments	22.9%	23.4%

Total debt decreased \$30.2 million from year-end 2003, primarily due to the maturity of \$24.0 million in medium-term notes during the second quarter of 2004. During the first quarter of 2004, \$350 million in medium-term notes, due February 2005, were reclassified from long-term debt to current maturities. Unamortized gain and favorable market adjustment on interest rate swap agreements totaling \$12.6 million and \$23.1 million are included in June 30, 2004 current debt maturities and in December 31, 2003 long-term debt, respectively.

Obligations having scheduled maturities are the primary source of Leggett's debt capital. At the end of the second quarter of 2004, these obligations consisted primarily of medium-term notes totaling \$1,001.5 million due at various dates through 2018. Our public debt currently carries a Moody's rating of A2 and a Standard & Poor's rating of A+. We have maintained an 'A' rating on our debt for over a decade.

Leggett also has debt capital available through a \$300 million commercial paper program supported by \$340 million in revolving credit commitments. Leggett has had no commercial paper outstanding since February 2002. To further facilitate the issuance of debt capital, \$150 million remains available under our \$500 million shelf registration. We believe that we have sufficient unused committed credit to ensure that future capital resources are adequate for our ongoing operations and growth opportunities.

## *Uses of Capital Resources*

The Company's investments to modernize and expand manufacturing capacity totaled \$72.9 million in the first six months of 2004. For the year, management anticipates capital spending will approximate \$135 million, excluding acquisitions, primarily for maintaining and expanding production capacity.

During the second quarter, we completed two acquisitions totaling \$5.7 million that should contribute about \$16 million to annual revenues. There were no divestitures during the quarter. During the first six months of 2004, we have completed five acquisitions totaling \$32.6 million.

Cash dividends on the Company's common stock were \$54.1 million during the first six months of 2004. Our long-term dividend payout target is approximately one-third of the prior three-years' average earnings. Calculated in the same manner as our target, the dividend payout was 51.3% in 2003, 43.7% in 2002, and 38.8% in 2001. As earnings recover, we expect to move back toward the 30-35% dividend payout target.

Company purchases of its common stock (net of issuances) totaled \$31.7 million in the first six months of 2004. These purchases were made primarily to replace shares issued in employee stock plans.

In February, the Board of Directors authorized management to buy 2 million shares of the Company's stock for use in employee benefit plans or for other uses. This authorization is replenished as shares are reissued. Management was also authorized to repurchase shares issued in acquisition transactions. In addition, at the end of the third quarter 2000, the Board authorized management to repurchase up to an additional 10 million shares. The Board had continued this authorization through September 27, 2004. As of June 30, 2004, we had acquired approximately 3.1 million shares under this authorization.

At the August 4, 2004 Board meeting, the above authorizations were replaced with a single repurchase authorization giving management the authority to repurchase 10 million shares each calendar year beginning January 1, 2005, and the authority to repurchase 10 million shares minus the shares previously repurchased by the Company from January 1 to August 3 of this year for the remainder of calendar 2004. A specific repurchase schedule has not been established under the authorization. The amount and timing of repurchases will depend upon the economic and market conditions, acquisition activity and other factors.

## **Derivative Instruments, Hedging Activities and Related Risks**

### *Interest Rates*

The Company's debt obligations represent its only significant exposure to changes in interest rates. During 2000, \$350 million of 7.65% fixed coupon rate debt maturing in February 2005 and, in 1999, \$14 million 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, were used primarily by the Company to manage the fixed/variable interest rate mix of its debt portfolio. In March 2003, the Company sold its rights under the \$350 million interest rate swap agreement for \$39.9 million, which is being amortized over the remaining period of the related debt. In June 2004, both the \$14 million in fixed rate debt and the related swap agreement matured as scheduled.

Substantially all of the Company's debt is denominated in United States dollars. The fair value for fixed rate debt was greater than its carrying value by \$1.3 million as of June 30, 2004, and by \$14.3 million at December 31, 2003. The fair value of fixed rate debt was calculated using the U.S. Treasury Bond rate as of June 30, 2004 and December 31, 2003 for similar remaining maturities, plus an estimated "spread" over such Treasury securities representing the Company's interest costs under its medium-term note program. The fair value of variable rate debt is not significantly different from its recorded amount.



## *Exchange Rates*

The Company does not hedge all net foreign currency exposures related to transactions denominated in other than the associated functional currencies. The Company may occasionally hedge firm specific commitments or other anticipated cash flows in foreign currencies. 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, 2004 was approximately \$14.1 million (\$12.9 million Pay USD/Receive MXN; and \$1.2 million Pay GBP/Receive USD) and primarily hedge forecasted inventory production and acquisition costs.

The Company views its investment in foreign subsidiaries as a long-term commitment. The investment in a foreign subsidiary may take the form of either permanent capital or notes. The Company's net investment (i.e., total assets less total liabilities subject to translation exposure) in foreign subsidiaries was \$718.4 million at June 30, 2004, compared to \$712.7 million at March 31, 2004 and \$636.5 million at December 31, 2003. The increase in net investment during the second quarter was due primarily to increased capital contributions to certain subsidiaries in Mexico, Western Europe and Asia, partially offset by a general weakening of Canadian, certain European, Mexican and other currencies against the U.S. dollar.

In December 2003, the Company entered into a 38.3 million Swiss Francs (CHF) five-year cross-currency swap agreement with Wachovia Bank, N.A. This agreement is designated as a net investment hedge. The purpose of this swap is to hedge CHF denominated assets, thereby reducing exposure to volatility in the exchange rate. In addition, the terms of this agreement include that the Company will receive interest on \$30 million USD at a fixed rate of 6.35% and pay interest on 38.3 million CHF at a fixed rate of 4.71%.

During the second quarter of 2004, the Company paid interest of \$0.4 million on the CHF portion and received interest of \$0.5 million on the USD portion of the agreement. At June 30, 2004, the market value loss on the cross-currency swap was approximately \$1.4 million.

## *Commodity Prices*

The Company does not generally use derivative commodity instruments to hedge its exposures to changes in commodity prices. However, the Company has in the past, and may in the future, hedge its purchases of natural gas. While the Company hedged approximately 50% of its total monthly natural gas purchases for the six months ended June 30, 2004, no natural gas contracts remained outstanding as of June 30, 2004.

## **Forward-Looking Statements and Related Matters**

This report and our other public reports or statements made from time to time may contain "forward-looking" statements concerning possible future events, objectives, strategies, trends or results. These 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.

Any forward-looking statement reflects only the beliefs of the Company or its Management at the time the statement is made. 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, we do not have, and do 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 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:

- our ability to improve operations and realize cost savings
- future growth of acquired companies
- our ability to bring start up operations on line as budgeted in terms of expense and timing
- price and product competition from foreign and domestic competitors
- litigation risks

- competitive and general economic and market conditions and risks, such as the rate of economic growth in the United States and abroad, inflation, currency fluctuation, government regulation, interest rates, housing turnover, employment levels, consumer sentiment, taxation, and the like
- risks and uncertainties that could affect industries or markets in which we participate, such as growth rates and opportunities in those industries, or changes in demand for certain products or trends in business capital spending, and
- factors that could impact costs, including the availability and pricing of raw materials (most notably steel scrap), the availability of labor and wage rates, and fuel and energy costs.

Furthermore, we have made and expect to continue to make acquisitions. Acquisitions present significant challenges and risks, and depending upon market conditions, pricing and other factors, there can be no assurance that we can successfully negotiate and consummate acquisitions or successfully integrate acquired businesses into the Company.

The section in this report entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contains a disclosure on page 15 of the security ratings of the Company’s senior debt, which will be incorporated by reference into the Company’s registration statements filed under the Securities Act of 1933. These security ratings are not a recommendation to buy, sell or hold securities and such ratings are subject to revisions and withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See the "Derivative Instruments, Hedging Activities and Related Risks" section under Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations.

### ITEM 4. CONTROLS AND PROCEDURES

An evaluation as of the end of the period ending June 30, 2004 was carried out by the Company's management, with participation of the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in reports the Company files or submits under the Exchange Act, is recorded, processed, summarized, and reported within the time period specified by the Securities & Exchange Commission rules and forms.

There was no change in the Company's internal control over financial reporting that occurred during the most recent fiscal quarter ending June 30, 2004 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

#### (c) SALE OF UNREGISTERED SECURITIES

On June 24, 2004, the Company privately issued to Stanley A. Kraftsow and a trust of Mr. Kraftsow a total of 57,143 shares of its common stock. The shares were issued pursuant to the exercise of a portion of 71,429 stock options granted to these persons on February 8, 2000. The stock option awards provide for an exercise price of \$17.50 per share. As such, the consideration received by the Company for the 57,143 shares was \$1,000,002. The transactions qualified for exemption from registration under the Securities Act of 1933 by virtue of Section 4(2) of the Securities Act in that the securities were not publicly offered.

#### (e) ISSUER REPURCHASES OF EQUITY SECURITIES

The table below is a listing of our repurchases of the Company's common stock by calendar month during the second quarter of 2004.

<u>Period</u>	<u>Total Number of Shares Purchased (1)</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of a Publicly Announced Plan or Program (2) (3)</u>	<u>Maximum Number of Shares that may yet be purchased under the Plans or Programs (4)</u>
April 2004	346,364	\$ 23.55	346,104	7,113,061
May 2004	380,970	\$ 22.86	380,771	7,036,166
June 2004	414,558	\$ 25.36	414,163	6,891,161
<b>Total</b>	<b>1,141,892</b>	<b>\$ 23.98</b>	<b>1,141,038</b>	

(1) The shares purchased include 854 shares surrendered in stock-for-stock option exercises that were not repurchased as a part of a publicly announced plan or program.

- (2) In February 2004, the Board authorized the repurchase of 2 million shares for re-issuance in employee benefit plans and other uses. Under this authorization, the number of shares that can be repurchased is continuously replenished as shares repurchased are reissued. The Board also authorized the repurchase of shares issued in acquisition transactions. These authorizations were first reported in the Company's Form 10-K filed March 11, 2004, and would have expired as of the February 2005 Board meeting date, but were terminated as expressed in note 4.
- (3) In addition, the Board, at the end of September 2000, authorized the repurchase of up to an additional 10 million shares. This authorization was first announced in the Company's press release, dated September 28, 2000. This authorization would have expired September 27, 2004, but was terminated as expressed in note 4.
- (4) On August 4, 2004, the Board replaced the above authorizations with a single authorization to repurchase 10 million shares each calendar year beginning January 1, 2005, and, for the remainder of the year, the authority to purchase 10 million shares less the shares repurchased by the Company from January 1 to August 3, 2004. This new authorization is being reported first in this quarterly report on Form 10-Q and shall remain in force until repealed by the Board of Directors.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its annual meeting of shareholders on May 5, 2004. In connection with this meeting, proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. Matters voted upon were (1) the election of 10 directors, (2) the ratification of the Board's selection of PricewaterhouseCoopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2004, (3) an amendment to the Company's 1989 Discount Stock Plan to authorize an additional 4,000,000 shares available for purchase, and (4) the approval of the Company's 2004 Key Officers Incentive Plan. The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, if applicable, with respect to each matter are set out below.

1. All of the nominees for directors listed in the proxy statement were elected to hold office until the next annual meeting of shareholders or until their successors are elected and qualified with the following vote:

DIRECTOR NOMINEE	SHARES VOTED "FOR"	SHARES "WITHHELD"
Raymond F. Bentele	164,174,310	2,751,694
Ralph W. Clark	164,186,709	2,739,295
Harry M. Cornell, Jr.	160,318,089	6,607,915
Robert Ted Enloe, III	164,918,367	2,007,637
Richard T. Fisher	163,623,419	3,302,585
Karl G. Glassman	163,939,917	2,986,087
David S. Haffner	163,925,453	3,000,551
Judy C. Odom	164,199,832	2,726,172
Maurice E. Purnell, Jr.	155,622,412	11,303,592
Felix E. Wright	163,987,904	2,938,100

2. The ratification of the Board's selection of Pricewaterhouse Coopers LLP as the Company's independent auditors for the fiscal year ending December 31, 2004 was approved with the following vote:

SHARES VOTED "FOR"	SHARES VOTED "AGAINST"	SHARES "ABSTAINING"
162,423,145	3,462,382	1,040,477

3. The amendment to the Company's 1989 Discount Stock Plan to authorize an additional 4,000,000 shares available for purchase was approved with the following vote:

<u>SHARES VOTED "FOR"</u>	<u>SHARES VOTED "AGAINST"</u>	<u>SHARES "ABSTAINING"</u>	<u>BROKER "NON-VOTES"</u>
138,506,270	3,076,794	1,097,541	24,245,399

4. The 2004 Key Officers Incentive Plan was approved with the following vote:

<u>SHARES VOTED "FOR"</u>	<u>SHARES VOTED "AGAINST"</u>	<u>SHARES "ABSTAINING"</u>
158,430,934	7,272,062	1,223,008

ITEM 5. OTHER EVENTS

Effective July 15, 2004, Joseph D. Downes, Jr. was promoted to President of the Company's Industrial Materials segment. He also remains Vice President of the Company.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) Exhibit 3.1 – Bylaws of the Company as amended through August 4, 2004.

Exhibit 10.1 – Amendment No. 2 to the Restated and Amended Employment Agreement between the Company and Felix E. Wright, dated August 4, 2004.

Exhibit 10.2 – Letter Agreement regarding whole life insurance policy between the Company and Harry M. Cornell, Jr. dated July 1, 2004.

Exhibit 12 – Computation of Ratio of Earnings to Fixed Charges.

Exhibit 31.1 – Certification of Felix E. Wright, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.

Exhibit 31.2 – Certification of Matthew C. Flanigan, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.

Exhibit 32.1 – Certification of Felix E. Wright, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.

Exhibit 32.2 – Certification of Matthew C. Flanigan, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.

(B) On April 21, 2004, Leggett & Platt, Incorporated furnished a report on Form 8-K, under Item 12. "Results of Operations and Financial Condition", announcing financial results for the quarter ending March 31, 2004, and that the Company would hold an investor conference call to discuss its financial results on April 22, 2004.

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 5, 2004

By: /s/ FELIX E. WRIGHT

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Felix E. Wright  
Chairman of the Board and  
Chief Executive Officer

DATE: August 5, 2004

By: /s/ MATTHEW C. FLANIGAN

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Matthew C. Flanigan  
Vice President – Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	
3.1	Bylaws of the Company as amended through August 4, 2004.
10.1	Amendment No. 2 to the Restated and Amended Employment Agreement between the Company and Felix E. Wright, dated August 4, 2004.
10.2	Letter Agreement regarding whole life insurance policy between the Company and Harry M. Cornell, Jr. dated July 1, 2004.
12	Computation of Ratio of Earnings to Fixed Charges.
31.1	Certification of Felix E. Wright, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.
31.2	Certification of Matthew C. Flanigan, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.
32.1	Certification of Felix E. Wright, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.
32.2	Certification of Matthew C. Flanigan, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated August 5, 2004.

**BYLAWS**  
**OF**  
**LEGGETT & PLATT, INCORPORATED**  
**as amended through August 4, 2004**  
**PROTECTED BYLAWS**

The following bylaws have been designated by the Company's Board of Directors as Protected Bylaws in accordance with Article IX, Section 2 of the Company's Restated Articles of Incorporation:

**ARTICLE 1**

- Section 1.1 - Annual Meeting
- Section 1.2 - Proper Business at Annual Meetings
- Section 1.3 - Special Meetings
- Section 1.4 - Quorum
- Section 1.6 - No Cumulative Voting
- Section 1.7 - Procedure

**ARTICLE 2**

- Section 2.1 - Number, Election & Removal of Directors
- Section 2.2 - Advance Notice of Nominations
- Section 2.3 - Qualification
- Section 2.4 - Regular and Special Directors' Meetings
- Section 2.6 - Committees

**ARTICLE 5**

All Sections

**ARTICLE 6**

- Section 6.6 - Amendments



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**BYLAWS**  
**OF**  
**LEGGETT & PLATT, INCORPORATED**

ARTICLE 1.  
MEETINGS OF SHAREHOLDERS

Section 1.1 Annual Meeting - Date, Place and Time. The annual meeting of the shareholders for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held on such date as the Board of Directors shall fix each year. Each such annual meeting shall be held at such place, within or without the State of Missouri, and hour as shall be determined by the Board of Directors.

Section 1.2 Proper Business at Annual Meetings. (a) At an annual meeting of the shareholders, only such business shall be conducted as has been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (iii) otherwise properly brought before the meeting by a shareholder who was a shareholder of record both at the time of giving of notice provided for in Section 1.2(b) and at the time of the meeting, who is entitled to vote at the meeting and who has complied with the notice and other requirements of this Section 1.2.

(b) For such business to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice of the business in writing to the Secretary and such business must be a proper subject for action by the Corporation's shareholders. To be timely, a shareholder's notice must be received by the Secretary at the principal executive offices of the Corporation not less than 100 days nor more than 150 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that if (i) no annual meeting was held in the previous year or (ii) the date of the annual meeting is advanced or delayed by more than 30 days from such anniversary date, notice by the shareholder must be received not later than the later of the 100th day prior to such annual meeting or the tenth day following the public announcement of such meeting. Such shareholder's notice shall set forth:

(i) a brief description of the business proposed to be brought before the meeting, the text of the proposal or business (including any proposed resolutions), the reasons for proposing to conduct such business at the meeting and any material interest of such shareholder (and of the beneficial owner, if any, on whose behalf the proposal is made) in such business; and

(ii) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made, (a) the name and address of such shareholder and beneficial owner, as they appear on the Corporation's books, (b) the class and number of shares of stock of the Corporation which are owned beneficially and of record by such shareholder and beneficial owner, (c) a representation that the shareholder intends to appear in person or by proxy at the meeting to propose such business, (d) any other information that is required to be provided by the shareholder or beneficial owner pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in such person's capacity as a proponent of a shareholder proposal, and (e) a representation as to whether the shareholder or the beneficial owner, if any, intends or is part of a group which intends (i) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or (ii) otherwise solicit proxies from shareholders in support of such proposal.

(c) Only such business shall be conducted at a meeting of shareholders as has been brought before the meeting in accordance with this Section 1.2. The presiding officer of the meeting shall determine whether any proposal to bring business before the meeting was made in accordance with this Section 1.2 and is a proper subject for shareholder action under applicable law and, if any proposed business is not in compliance with this Section 1.2 or not a proper subject for shareholder action, to declare that such defective proposal be disregarded. The presiding officer of a meeting shall have sole authority to decide questions of compliance with the foregoing procedures, and his ruling shall be final.

(d) Notwithstanding anything to the contrary in this Section 1.2, (i) if the shareholder (or a qualified representative of the shareholder) does not appear at the applicable meeting of shareholders to propose such business, such business shall not be transacted, and (ii) a shareholder shall also comply with state law and the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 1.2. Nothing in this Section 1.2 shall be deemed to affect any rights of shareholders to request inclusion of proposals in, or the Corporation's right to omit proposals from, the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or any successor provision. The provisions of this Section 1.2 shall also govern what constitutes timely notice for purposes of Rule 14a-4(c) under the Exchange Act.

Section 1.3 Special Meetings. Except as otherwise required by law, special meetings of the shareholders may be called only by the Chairman of the Board, the Chief Executive Officer, the President, or the Board of Directors. In addition, shareholders holding not less than two-thirds of all issued and outstanding shares which are entitled to vote for the election of Directors may call a special meeting of shareholders by providing a notice to the Secretary signed by the requisite number of shareholders and setting forth the information required by clauses 1.2(b)(i) and 1.2(b)(ii) of these Bylaws. The Secretary shall call a special meeting of the shareholders not later than ninety (90) days after receipt of such shareholder notice. Business transacted at any special meeting shall be confined to the purposes stated in the notice thereof.

Section 1.4 Quorum. Except as otherwise required by law, the Restated Articles of Incorporation or these Bylaws, the holders of a majority of the shares entitled to vote at any meeting of the shareholders, present in person or by proxy, shall constitute a quorum. The shareholders present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of such number of shareholders as to reduce the remaining shareholders to less than a quorum.

The act of the majority of such quorum shall be deemed the act of the shareholders; provided, however, that Directors shall be elected by a plurality of votes cast.

Whether or not a quorum is present, the presiding officer of the meeting shall have the power, except as otherwise provided by statute, successively to adjourn the meeting to another place, date or time not longer than ninety days after each such adjournment, and no notice of any such adjournment need be given to shareholders if the place, date and time of the adjourned meeting are announced at the meeting at which the adjournment is taken.

At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 1.5 Qualification of Voters. The Board of Directors, in accordance with applicable law, may fix a record day prior to the day of holding any meeting of the shareholders as the time as of which the shareholders entitled to notice of and to vote at such meeting shall be determined. Only those persons who are holders of record of voting stock on any record date fixed by the Board of Directors shall be entitled to notice of, to attend and to vote at such meeting.

Section 1.6 No Cumulative Voting. Shareholders do not have the right to cumulate their votes in any manner in connection with the election of Directors.

Section 1.7 Procedure. The Chairman of the Board, or in his absence the Chief Executive Officer, or in his absence the President or in his absence the Secretary of the Corporation, shall preside at an annual or special meeting of the shareholders. In the absence of all of the above named officers, the Board of Directors shall select the person to preside at any meeting of the shareholders. It shall be the duty of such presiding officer to preserve order and ensure that the meeting is conducted in a businesslike and proper manner. The presiding officer shall have all sole, complete and absolute authority necessary to fully carry out his duties, including, without limitation, the power to postpone or adjourn the meeting from time to time if in his discretion such action is necessary or advisable to ensure order, seek and receive advice of counsel, ensure fair and complete voting or otherwise. The ruling of the presiding officer on any matter shall be final and conclusive. The presiding officer shall establish the order of business and such rules and procedures for the conduct of the meeting as in his sole, absolute and complete discretion he determines appropriate under the circumstances, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to shareholders of record of the Corporation and their duly authorized and constituted proxies and such other persons as the person presiding over the meeting shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the voting or balloting, as applicable, including, without limitation, matters which are to be voted on by ballot, if any. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of shareholders shall not be required to be held in accordance with rules of parliamentary procedure.

Section 1.8 Certification of Votes. If the object of a shareholders' meeting be to elect Directors or to take a vote of the shareholders on any proposition, then the Chairman of the Board, Chief Executive Officer, the President or other person presiding at such meeting shall appoint not less than two persons, who are not Directors, inspectors to receive and canvass the votes given at such meeting and certify the result to him. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Any report or certificate made by the inspectors shall be prima facie evidence on the facts stated therein.

Section 1.9 Transmittal of Notices. Except as provided otherwise in the Bylaws, notices to shareholders shall be in writing and shall be given no less than ten nor more than seventy days before the date of the meeting, by or at the direction of the Secretary to each shareholder of record entitled to vote at such meeting and may be delivered in any reasonable manner including, but not limited to, U.S. mail, private courier, hand delivery or electronic transmission. An electronic transmission means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval and reproduction of information by the recipient, including, but not limited to, facsimile transmission, telex, telegram and communication utilizing the internet.

Notice by U.S. mail or private courier shall be deemed given when deposited with the postal service or courier. Notice by electronic transmission shall be deemed given when transmitted.

Section 1.10 Action By Consent. Any action which may be taken at a meeting of the Shareholders, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE 2.

DIRECTORS

Section 2.1 Number, Election, Removal and Vacancies. The whole Board of Directors shall consist of not less than three nor more than fifteen members, the exact number to be set from time to time by the Board of Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director. In absence of the Board of Directors setting the number of directors, the number shall be eleven. The Directors shall be elected at the annual meeting of the shareholders, except as provided below, and each Director elected shall hold office until his successor is elected and qualified. Any Director or Directors may be removed only for cause and then only by the holders of a majority of the shares entitled to vote at an election of Directors, represented in person or by proxy, at any duly constituted meeting of the shareholders called for the purpose of removing any such Director or Directors. Vacancies on the Board of Directors and newly created directorships resulting from any increase in the number of Directors to constitute the Board of Directors may be filled by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director, until the next election of Directors by the Shareholders.

Section 2.2 Advance Notice of Nominations. (a) Nominations of individuals for election to the Board of Directors may be made at an annual meeting of shareholders (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors, or (iii) by any shareholder of the Corporation who was a shareholder of record both at the time of giving of notice provided for in this Section 2.2(a) and at the time of the meeting, who is entitled to vote at the meeting and who has complied with the notice and other requirements of this Section 2.2(a).

For nominations to be properly brought before an annual meeting by a shareholder, the shareholder must have given timely notice of the nomination in writing to the Secretary. To be timely, a shareholder's notice must be received by the Secretary at the principal executive offices of the Corporation not less than 100 days nor more than 150 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that if (i) no annual meeting was held in the previous year or (ii) the date of the annual meeting is advanced or delayed by more than 30 days from such anniversary date, notice by the shareholder must be received not later than the later of the 100th day prior to such annual meeting or the tenth day following the public announcement of such meeting. Such shareholder's notice shall set forth:

(i) as to each person whom the shareholder proposes to nominate for election as a Director (a) the name, age, business and residential addresses, and principal occupation or employment of each proposed nominee, (b) the class and number of shares of capital stock of the Corporation that are beneficially owned by such nominee on the date of such notice, (c) a description of all arrangements or understandings between the shareholder and each nominee and the name of any other person or persons pursuant to which the nomination is to be made by the shareholder, (d) all other information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required pursuant to Regulation 14A under the Exchange Act, and (e) the written consent of each proposed nominee to being named as a nominee in the proxy statement and to serve as a Director of the Corporation if so elected; and

(ii) as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made, (a) the name and address of such shareholder and beneficial owner, as they appear on the Corporation's books, (b) the class and number of shares of stock of the Corporation which are owned beneficially and of record by such shareholder and beneficial owner, (c) a representation that the shareholder intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, (d) any other information that

is required to be provided by the shareholder or beneficial owner pursuant to Regulation 14A under the Exchange Act in such person's capacity as a proponent of a shareholder proposal, and (e) a representation as to whether the shareholder or the beneficial owner, if any, intends or is part of a group which intends (i) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal, or (ii) otherwise solicit proxies from shareholders in support of such proposal.

The Corporation may require any proposed nominee to furnish any information, in addition to that required above, it may reasonably require to determine the eligibility of the proposed nominee to serve as a Director of the Corporation.

(b) Nominations of persons for election to the Board of Directors may be made at a special meeting of shareholders at which Directors are to be elected (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors, or (iii) provided that the Board of Directors has determined that Directors shall be elected at such special meeting, by any shareholder of the Corporation who is a shareholder of record both at the time of giving of notice provided for in this Section 2.2(b) and at the time of the meeting, who is entitled to vote at the meeting and who has complied with the notice and other requirements set forth in this Section 2.2(b).

For nominations to be properly brought before a special meeting by a shareholder, the shareholder must have given timely notice of the nomination in writing to the Secretary. To be timely, a shareholder's notice must be received by the Secretary at the principal executive offices of the Corporation not later than the later of the 100th day prior to such special meeting or the tenth day following the public announcement of such special meeting. Such notice must contain the same information as would be required for an annual meeting under Section 2.2(a). No other proposals of business by a shareholder, other than the nomination of persons for election to the Board requested by a shareholder, may be considered at a special meeting of the shareholders.

(c) Only such persons who are nominated in accordance with the procedures set forth in this Section 2.2 shall be eligible to serve as Directors. The presiding officer of the meeting shall determine whether a nomination was made in accordance with this Section 2.2 and, if any proposed nomination is not in compliance with this Section 2.2, to declare that such defective nomination be disregarded. The presiding officer of the meeting shall have sole authority to decide questions of compliance with the foregoing procedures, and his ruling shall be final and conclusive.

(d) Notwithstanding anything to the contrary in this Section 2.2, (i) if the shareholder (or a qualified representative of the shareholder) does not appear at the applicable meeting of shareholders of the Corporation to present such nomination, such nomination shall be disregarded, and (ii) a shareholder shall also comply with state law and the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 2.2.

Section 2.3 Qualification. Each Director upon reaching his seventieth birthday shall not thereafter stand for election to the Board of Directors at any meeting of shareholders. The application of this paragraph may be waived by the Board of Directors upon special request by the Chairman of the Board or the President.

No person shall be qualified to be elected and to hold office as a Director if such person is determined by a majority of the whole Board to have acted in a manner contrary to the best interests of the Corporation, including, but not limited to, violation of either State or Federal law, maintenance of interests not properly authorized and in conflict with the interests of the Corporation, or breach of any agreement between such Director and the Corporation relating to such Director's services as a Director, employee or agent of the Corporation.

Section 2.4 Regular and Special Directors' Meetings. Regular meetings of the Board of Directors may be held at such time and at such place, within or without the State of Missouri, as shall from time to time be determined by the Board. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, Chief Executive Officer or the President, and shall be called by the Secretary on the written request of two or more Directors.

No notice of regular meetings of the Board of Directors need be given.

At least three days prior notice of any special meeting of the Board of Directors shall be given to each Director.

Notwithstanding the provisions of the immediately preceding paragraph of the section, the Chairman of the Board, Chief Executive Officer, the President, or the Secretary on the written request of two or more Directors may call a special meeting of the Board of Directors upon notice to each Director at such Director's last known address by telephone, electronic transmission or other means not later than the day preceding the date of the meeting.

A majority of members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a lesser number may adjourn a meeting to another time or day if a quorum is not present. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Restated Articles, by these Bylaws or by law.

Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 2.5 Action By Consent. Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. Any action which is required to be or may be taken at a meeting of a committee of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the members of the committee.

Section 2.6 Committees. The Board of Directors at any time may elect from their number an executive committee, audit committee, compensation committee and other committees, each of which shall consist of not less than two Directors. Each such committee shall have such powers and duties as shall be delegated to it by the Board of Directors. Each member of such committee shall hold office at the pleasure of the Directors and may be removed by the Board of Directors at any time with or without cause. Vacancies occurring in any committee may be filled by the Board of Directors. During any vacancy on a committee, the remaining members shall have full power to act as the committee. Each committee may prescribe its own rules for calling and holding meetings and its method of procedure, subject, however, to any rules prescribed by the Board of Directors, and, if no such rules shall have been prescribed, the rules applicable to calling and holding of a meeting of the Board of Directors shall apply to the committee meetings. A quorum for any meeting of a committee shall consist of not less than a majority of the members in office at the time. A Director who may be disqualified, by reason of personal interest, from voting on any particular matter before a meeting of a committee may nevertheless be counted for the purpose of constituting a quorum of the committee. At each meeting of the committee at which a quorum is present, all questions and business shall be determined by the affirmative vote of not



less than a majority of the members present. Except as the executive committee's powers and duties may be limited or otherwise prescribed by the Directors, the executive committee, during the intervals between the meetings of the Directors, shall possess and may exercise all of the powers of the Board of Directors in the management and control of the business and property of the Corporation; including but not limited to the power and authority to authorize the issuance or sale of the stock of the Corporation.

The foregoing notwithstanding, no committee shall be empowered to elect Directors to fill vacancies among the Directors or on any committee of the Directors. Subject to said exceptions, persons dealing with the Corporation shall be entitled to rely upon any action of a committee with the same force and effect as though such action had been taken by the Directors. Subject to the rights of third persons, any action of a committee shall be subject to revision or alteration by the Directors.

Section 2.7 Compensation of Directors. Directors and members of any committee of the Board of Directors shall be entitled to such reasonable compensation and fees for their services as such as shall be fixed from time to time by resolution of the Board of Directors and shall also be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board of Directors and any Committee thereof; provided, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 2.8 Honorary Directors. In addition to the Directors of the Corporation, there may be as many Honorary or Advisory Directors and Directors Emeritus as the Board of Directors may appoint. Honorary or Advisory Directors and Directors Emeritus shall have no liability after they become such for the actions of the Board of Directors and shall not be required to attend any meeting of the Board of Directors, but shall be notified of all meetings of the Board of Directors in the same manner as the Directors, and if in attendance at such meetings, shall have all the rights and privileges of Directors, except the right to vote on matters before such meetings.

ARTICLE 3.

OFFICERS

Section 3.1 Officers. The principal executive officers of the Corporation shall be the Chairman of the Board, the Chief Executive Officer, the President, one or more Vice Presidents (who may also be called executive vice president, senior executive vice president, group vice president, division vice president or the like), a Secretary and a Treasurer, all of which shall be elected by the Board of Directors. The Board may elect, or the Chairman of the Board or the Chief Executive Officer may appoint, such other officers (including vice presidents and assistant or associate officers), as may be deemed necessary or appropriate from time to time. Such officers may include, but shall not be limited to, a chief financial officer, a general counsel, controller and director of internal audit. Any two or more offices may be held by the same person.

The officers of the Corporation shall have such authority and shall perform such duties as are customarily incident to their respective offices or as shall be specified from time to time by the Board of Directors or the Chairman of the Board, regardless of whether such authority and duties are customarily incident to such office.

Section 3.2 Removal. Any officer may be removed by the Board of Directors or the Chairman of the Board at any time, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

ARTICLE 4.

CERTIFICATES FOR SHARES

Section 4.1 Issuance of Certificates. The shares of the Corporation shall be represented by certificates, provided, however, that the Board of Directors may provide by resolution that some or all of any classes or series of the Corporation's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and, upon request, every holder of uncertificated shares, shall be entitled to have a certificate, in any form approved by the Board of Directors, certifying the number and class of shares owned by the shareholder in the Corporation, signed by the Chairman of the Board, the Chief Executive Officer, the President or a Vice President, and the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation, and sealed with the seal of the Corporation which may be a facsimile engraved or printed. Each certificate representing shares shall state upon the face thereof that the Corporation is organized under the laws of the State of Missouri, the name of the person to whom issued, the number and class and the designation of the series, if any, which such certificate represents, and the par value of each share represented by such certificate or a statement that the shares are without par value.

If the certificate is countersigned by a transfer agent other than the Corporation or its employee, or by a registrar other than the Corporation or its employee, any other signature on the certificate maybe a facsimile signature, or may be engraved or printed. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on the certificate shall have ceased to be an officer, transfer agent or registrar before the certificate is issued, the certificate may nevertheless be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

Section 4.2 Lost, Stolen, Destroyed or Mutilated Certificate. The holder of any shares of stock of the Corporation shall immediately notify the Corporation and its transfer agents and registrars, if any, of any loss, theft, destruction or mutilation of the certificates representing the same. The Corporation, acting through any of its duly authorized officers or other duly authorized employees, may direct a new certificate or certificates or uncertificated shares to be issued in place of any certificate or certificates previously issued by the Corporation alleged to have been lost, stolen, destroyed or mutilated, upon the filing of an affidavit of that fact by the person claiming the certificate to be lost, stolen, destroyed or mutilated. When authorizing such issue of a new certificate or certificates or uncertificated shares, the Corporation may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, destroyed or mutilated certificate or certificates, or the owner's legal representative, to advertise the same in such manner as the Corporation shall require and/or to give the Corporation a bond in such sum and in such form as the Corporation may direct, and with a surety or sureties which the Corporation finds satisfactory, as indemnity against any claim or liability that may be made against or incurred by the Corporation and its transfer agents and registrars, if any, with respect to the certificate alleged to have been lost, stolen, destroyed or mutilated

Section 4.3 Transfer of Stock; Certificate Cancellation. The shares of stock of the Corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives. Upon transfer of certificated shares, the old certificates shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers or to such other persons as the Board of Directors may designate, by whom they shall be cancelled and new certificates shall thereupon be issued. In the case of uncertificated shares, transfer shall be made only upon receipt of transfer documentation reasonably acceptable to the Corporation.

Section 4.4 Registered Owner. The Corporation shall be entitled to recognize the exclusive

rights of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Missouri.

Section 4.5 Transfer Agents and Registrars. The Board of Directors may appoint one or more transfer agents or transfer clerks and one or more registrars which may be banks, trust companies or other financial institutions located within or without the State of Missouri; may define the authority of such transfer agents and registrars of transfers; may require all stock certificates to bear the signature of a transfer agent or registrar of transfers, or both; may impose such rules, regulations or procedures regarding uncertificated shares as it deems appropriate; and may change or remove any such transfer agent or registrar of transfers.

Section 4.6 Closing of Transfer Books and Fixing of Record Date. The Board of Directors shall have the power to close the transfer books of the Corporation for a period not exceeding seventy (70) days prior to the date of any meeting of shareholders, or the date for payment of any dividend, or the date for all allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect. In lieu of so closing the transfer books, the Board of Directors may fix in advance a record date for the determination of the shareholders entitled to notice of and to vote at any meeting and any adjournment or postponement thereof, or entitled to receive payment of any dividend or any allotment of rights, or entitled to exercise the rights in respect of any change, conversion or exchange of shares, up to seventy (70) days prior to the date of any meeting of shareholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect. In such case only the shareholders who are shareholders of record on the date of closing the share transfer books, or on the record date so fixed, shall be entitled to receive notice of and to vote at such meeting and any adjournment or postponement thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the date of closing of the transfer books or the record date. If the Board of Directors does not close the transfer books or set a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders, only the shareholders who are shareholders of record at the close of business on the 20<sup>th</sup> day preceding the date of the meeting shall be entitled to notice of and to vote at the meeting and upon any adjournment or postponement of the meetings, except that if prior to the meeting written waivers of notice of the meeting are signed and delivered to the Corporation by all of the shareholders of record at the time the meeting is convened, only the shareholders who are shareholders of record at the time the meeting is convened shall be entitled to vote at the meeting and any adjournment or postponement of the meeting.

ARTICLE 5.

INDEMNIFICATION

Section 5.1 Right of Directors and Officers to Indemnification. Each person who was or is a Director or officer of the Corporation shall be indemnified by the Corporation as a matter of right to the fullest extent permitted or authorized by applicable law and as otherwise provided in Article VIII of the Corporation's Restated Articles.

The indemnification described in the preceding paragraph of this Article 5 shall pertain to all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person who was or is a party to or who was or is involved in any proceeding by reason of acts or omissions:

- (a) in such person's capacity as or arising out of such person's status as (i) a Director or officer of the Corporation; or (ii) a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise when so serving at the request of the Corporation; or
- (b) in any other capacity while holding the office of either Director or officer of the Corporation.

Section 5.2 Indemnification of Employees, Agents, Etc. Each person who was or is an employee or agent of the Corporation, or who was or is serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of each such person) may, at the discretion of the Board of Directors, be indemnified by the Corporation to the same extent as provided herein with respect to any person who was or is a Director or officer of the Corporation.

Section 5.3 Right of Directors and Officers to Advance of Expenses. Expenses (including attorneys' fees) incurred by any person who was or is a Director or officer of the Corporation in defending any proceeding (including those by or in the right of the Corporation) shall be promptly advanced by the Corporation when so requested by such person at any time and from time to time, but only if the requesting person delivers to the Corporation an undertaking to repay to the Corporation all amounts so advanced if it should ultimately be determined that the requesting person is not entitled to be indemnified by the Corporation under the "indemnification sources" as defined below, agreement, vote of shareholders or disinterested Directors or otherwise.

Section 5.4 Right of Claimant to Bring Suit. If a claim for indemnification under Section 5.1 or 5.3, respectively, is not paid in full by the Corporation within 90 or 15 days, respectively, after a written claim has been received by the Corporation, the claimant may bring suit against the Corporation to recover the unpaid amount of the claim. If the claimant is successful in whole or in part in such suit, the claimant shall also be paid the expense of prosecuting such claim.

It shall be a defense to any suit seeking indemnification under Section 5.1 of these Bylaws that the claimant has not met the standards of conduct which make it permissible (under indemnification sources, agreement, vote of shareholders or disinterested Directors or otherwise) for the Corporation to indemnify the claimant. The failure of the Corporation (through its Directors, independent legal counsel or shareholders) to make a determination before the commencement of such suit that indemnification of the claimant is proper under the circumstances (because the claimant has met the applicable standard of conduct) shall not be a defense to the claimant's action or create a presumption that the claimant has not met the applicable standard of conduct. Similarly, an actual determination by the Corporation that the claimant has not met such applicable standard of conduct, shall not be a defense to the claimant's action nor create a presumption that the claimant has not met the applicable standard of conduct.

Section 5.5 Definitions. In this Article the following terms have the following meanings:

(a) The term “applicable law” means (i) Section 351.355 of The Missouri General and Business Corporation Law (other than Subsection 6 thereof and any other Subsection comparable in purpose to Subsection 6) as in effect on May 7, 1986 and as thereafter amended (but in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than The Missouri General and Business Corporation Law permitted the Corporation to provide immediately prior to such amendment) and (ii) any other statutory indemnification provisions adopted after May 7, 1986.

(b) The term “Directors” or “officers” of the Corporation shall include the heirs, executors, administrators and estate of each such person who was a Director or officer, which heirs, executors, administrators and estate shall succeed to all of the indemnification and other rights of such Director or officer.

(c) The term “proceedings” shall mean any threatened, pending or completed action, suit or other proceeding (including those by or in the right of the Corporation) whether civil, criminal, administrative or investigative.

(d) The term “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan.

(e) The term “indemnification sources” shall refer jointly and severally to applicable law as defined above, this Article 5 and Article VIII of the Corporation’s Restated Articles of Incorporation.

(f) The term “other enterprise” shall include employee benefit plans.

(g) The term “serving at the request of the Corporation” shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee or agent with respect to any employee benefit plan, its participants or beneficiaries.

Section 5.6 Rights Not Exclusive. The indemnification and other rights provided by this Article and the other indemnification sources shall not be deemed exclusive of any other rights to which a Director or officer may be entitled under any agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in such person’s official capacity and as to action in any other capacity while holding the office of Director or officer, and the Corporation may, at its discretion, provide such indemnification and other rights by any agreements, vote of shareholders or disinterested Directors or otherwise.

Section 5.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who was or is a Director, officer, employee or agent of the Corporation, or was or is serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under these Bylaws, other indemnification sources, agreement, vote of shareholders or disinterested Directors or otherwise.

Section 5.8 Enforceability; Amendment. Each person who was or is a Director or officer of the Corporation is a third party beneficiary of this Article 5 and shall be entitled to enforce against the Corporation all indemnification and other rights provided or contemplated by this Article 5.

This Article 5 may be hereafter amended or repealed; provided, however, no such amendment or repeal shall reduce, terminate or otherwise adversely affect the right of any person who was or is a Director or officer (i) to obtain indemnification or an advance of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occurred prior to the "Deadline Indemnification Date" as defined in the next paragraph of this Section, or (ii) to bring suit with respect to the foregoing under this Section 5.4 hereof.

The term "Deadline Indemnification Date" means the later of (a) the effective date of any amendment or repeal of this Article 5 which reduces, terminates or otherwise adversely affects the rights hereunder of any person who was or is a Director or officer; (b) the expiration date of such person's then current term of office with, or service for, the Corporation (provided such person has a stated term of office or service and completes such term); or (c) the effective date such person resigns his office or terminates his service (provided such person has a stated term of office or service but resigns prior to the expiration of such term).

ARTICLE 6.  
GENERAL PROVISIONS

Section 6.1 Dividends. The Board of Directors may declare and the Corporation may pay dividends on its outstanding shares in cash, property, or its own shares pursuant to law and subject to the provisions of its Restated Articles of Incorporation.

Section 6.2 Reserves. The Board of Directors may by resolution create a reserve or reserves out of earned surplus for any purpose or purposes, and may abolish any such reserve in the same manner.

Section 6.3 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors. In the absence of such resolution, the fiscal year of the Corporation shall be the calendar year.

Section 6.4 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation and may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 6.5 Examination of Books. Any shareholder of record desiring to examine the books and records of the Corporation may do so during regular business hours at the office of the Corporation where such books and records are normally kept. No such shareholder, however, may remove any such books and records from such premises, and no such shareholder shall make alterations to such books or records, and in each instance of examination by such shareholder of such books or records, an officer or employee designated by an officer of the Corporation shall be present at all times during such examination, and the regular wage or salary of such officer or employee for the period of time spent in such examination shall be paid to the Corporation by such shareholder or shareholders making such examination. Notwithstanding any provision hereinabove to the contrary, no shareholder shall have the right to examine the books or the records of the Corporation if any officer of the Corporation determines, in his or her discretion, that such examination may be to the detriment or competitive disadvantage of the Corporation or if the purpose of such examination is improper.

Section 6.6 Amendments. These Bylaws may be altered, amended, or repealed, to the extent not prohibited by law or the Restated Articles of Incorporation, by the Board of Directors.

Section 6.7 Provisions Additional to Provisions of Law. All restrictions, limitations, requirements and other provisions of these Bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

Section 6.8 Provisions Contrary to Provisions of Law. Any portion of these Bylaws which, upon being construed in the manner provided in Section 6.7 hereof, shall be contrary to or inconsistent with any applicable provisions of law, shall not apply so long as said provisions of law remain in effect, but such result shall not affect the validity or applicability of any other portion of these Bylaws, it being hereby declared that these Bylaws and each portion thereof would have been adopted, irrespective of the fact that any portion is illegal.



**AMENDMENT NO. 2  
TO THE  
RESTATED AND AMENDED EMPLOYMENT AGREEMENT**

This Amendment No. 2 to the Restated and Amended Agreement is made as of August 4, 2004 by Leggett & Platt, Incorporated (the "*Company*") and Felix E. Wright (the "*Executive*").

**RECITALS**

The Company and the Executive entered into a Restated and Amended Employment Agreement as of March 1, 1999, which was amended as of October 1, 2002 (collectively, the "*Employment Agreement*"). The Company and the Executive now desire to amend the Employment Agreement as set out below.

**AGREEMENT**

NOW, THEREFORE, for good and valuable consideration, the Company and the Executive agree as follows:

1. Section 1 (*Employment*) of the Employment Agreement, first paragraph, is hereby amended to read in its entirety as follows:

1. **Employment**

The Company hereby reaffirms its employment of the Executive as its Chairman of the Board and Chief Executive Officer, and the Executive hereby confirms his employment in that capacity. Beginning immediately after the 2006 Annual Meeting of Shareholders, the Executive shall no longer be the Chief Executive Officer of the Company, but shall remain as Chairman of the Board (if so elected by the Board), Chairman of the Executive Committee (if so elected by the Board) and an employee of the Company.

2. Section 2.1 (*Term*) of the Employment Agreement is hereby amended to read in its entirety as follows:

2. **Term**

The term of this Employment Agreement commenced on May 1, 1981 and shall end immediately after the 2006 Annual Meeting of Shareholders, unless terminated earlier in accordance with the provisions of this Agreement. Upon mutual agreement between the Executive and the Company, the term of this Agreement may be extended for an additional one-year period after the 2006 Annual Meeting.

IN WITNESS WHEREOF, the Company and the Executive have signed this Amendment No. 2 as of the date first above written.

**Executive**

/s/ Felix E. Wright

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**Leggett & Platt, Incorporated**

By: /s/ Ernest C. Jett

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Name: Ernest C. Jett

Title: Vice President, General Counsel and Secretary

July 1, 2004

Harry M. Cornell, Jr.  
No. 1 Leggett Road  
Carthage, MO 64836

Re: Whole Life Insurance Policy  
Our File No.:

Dear Harry:

I am writing to confirm the agreement between you and Leggett & Platt, Incorporated (the "*Company*") regarding a payment from the Company in exchange for life insurance coverage currently provided by the Company.

Under your employment agreement, the Company agreed to provide you with life insurance coverage, plus a tax gross-up, at least equal to the coverage provided before termination of employment. The Company had provided you with \$250,000 of life insurance coverage under a whole life policy.

You have agreed to give up the life insurance coverage in exchange for a payment of \$185,978, which includes a tax gross-up, from the Company. This payment will be held by the Company and used to offset certain post-retirement expenses for rental space and other services provided to you by the Company.

If you are in agreement with the terms of this exchange, please return a signed copy of this letter to me.

Sincerely,

LEGGETT & PLATT, INCORPORATED

/s/ Ernest C. Jett

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Ernest C. Jett  
Vice President, General Counsel and Secretary

AGREED TO:

/s/ Harry M. Cornell Jr.

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Harry M. Cornell Jr.

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,				
	6/30/04	6/30/03	2003	2002	2001	2000	1999
<b>Earnings</b>							
Income from continuing operations before income tax	\$ 209.4	\$ 149.0	\$ 315.1	\$ 363.5	\$ 297.3	\$ 418.6	\$ 462.6
Interest expense (excluding amount capitalized)	23.8	21.4	46.9	42.1	58.8	66.3	43.0
Portion of rental expense under operating leases representative of an interest factor	7.2	6.4	12.5	11.2	10.6	9.4	8.2
<b>Total earnings</b>	<b>\$ 240.4</b>	<b>\$ 176.8</b>	<b>\$ 374.5</b>	<b>\$ 416.8</b>	<b>\$ 366.7</b>	<b>\$ 494.3</b>	<b>\$ 513.8</b>
<b>Fixed charges</b>							
Interest expense (including amount capitalized)	\$ 24.3	\$ 22.0	\$ 48.0	\$ 43.3	\$ 60.2	\$ 67.7	\$ 44.0
Portion of rental expense under operating leases representative of an interest factor	7.2	6.4	12.5	11.2	10.6	9.4	8.2
<b>Total fixed charges</b>	<b>\$ 31.5</b>	<b>\$ 28.4</b>	<b>\$ 60.5</b>	<b>\$ 54.5</b>	<b>\$ 70.8</b>	<b>\$ 77.1</b>	<b>\$ 52.2</b>
<b>Ratio of earnings to fixed charges</b>	<b>7.6</b>	<b>6.2</b>	<b>6.2</b>	<b>7.6</b>	<b>5.2</b>	<b>6.4</b>	<b>9.8</b>

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

CERTIFICATION

I, Felix E. Wright, Chairman and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Leggett & Platt, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) [Reserved]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2004

/s/ Felix E. Wright

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Felix E. Wright  
Chairman and Chief Executive Officer  
Leggett & Platt, Incorporated

CERTIFICATION

I, Matthew C. Flanigan, Vice President – Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Leggett & Platt, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) [Reserved]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 5, 2004

/s/ Matthew C. Flanigan

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Matthew C. Flanigan  
Vice President – Chief Financial Officer  
Leggett & Platt, Incorporated

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Leggett & Platt, Incorporated (the "Company") on Form 10-Q for the period ending June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Felix E. Wright, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Leggett & Platt, Incorporated and will be retained by Leggett & Platt, Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Felix E. Wright

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Felix E. Wright  
Chairman and Chief Executive Officer

August 5, 2004

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Leggett & Platt, Incorporated (the "Company") on Form 10-Q for the period ending June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew C. Flanigan, Vice President – Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Leggett & Platt, Incorporated and will be retained by Leggett & Platt, Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Matthew C. Flanigan

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Matthew C. Flanigan  
Vice President – Chief Financial Officer

August 5, 2004