

LEGGETT & PLATT INC (LEG)

10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filed on 05/05/2010

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

Form 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2010**

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**

LEGETT & PLATT, INCORPORATED

(Exact name of registrant as specified in its charter)

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

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

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

Common stock outstanding as of April 30, 2010: 148,084,210

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

LEGGETT & PLATT, INCORPORATED
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited)

	March 31,	December 31,
(Amounts in millions)	2010	2009
CURRENT ASSETS		
Cash and cash equivalents	\$ 247.2	\$ 260.5
Accounts and other receivables	545.4	491.6
Allowance for doubtful accounts	(21.5)	(22.1)
Inventories, net	438.6	409.1
Other current assets	53.0	58.1
Current assets held for sale	16.8	16.4
Total current assets	1,279.5	1,213.6
PROPERTY, PLANT AND EQUIPMENT		
Property, plant & equipment, at cost	1,770.3	1,790.1
Less accumulated depreciation	1,128.9	1,121.5
Net property, plant & equipment	641.4	668.6
OTHER ASSETS		
Goodwill	922.1	928.2
Other intangibles, less accumulated amortization of \$93.3 and \$98.2, respectively	165.4	171.1
Sundry	55.0	52.5
Non-current assets held for sale	27.3	27.2
Total other assets	1,169.8	1,179.0
TOTAL ASSETS	\$ 3,090.7	\$ 3,061.2
CURRENT LIABILITIES		
Current maturities of long-term debt	\$ 10.0	\$ 10.1
Accounts payable	240.6	199.4
Accrued expenses	235.0	229.7
Other current liabilities	77.5	92.7
Current liabilities held for sale	3.6	3.2
Total current liabilities	566.7	535.1
LONG-TERM LIABILITIES		
Long-term debt	822.2	789.3
Other long-term liabilities	111.9	112.3
Deferred income taxes	50.4	49.0
Total long-term liabilities	984.5	950.6
COMMITMENTS AND CONTINGENCIES		
EQUITY		
Common stock	2.0	2.0
Additional contributed capital	467.4	467.7
Retained earnings	2,018.9	2,013.3
Accumulated other comprehensive income	81.4	104.8
Treasury stock	(1,051.8)	(1,033.8)
Total Leggett & Platt, Inc. equity	1,517.9	1,554.0
Noncontrolling interest	21.6	21.5
Total equity	1,539.5	1,575.5
TOTAL LIABILITIES AND EQUITY	\$ 3,090.7	\$ 3,061.2

See accompanying notes to consolidated condensed financial statements.

The year-end condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required for annual financial statements by generally accepted accounting principles in the United States of America.

LEGGETT & PLATT, INCORPORATED
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

(Amounts in millions, except per share data)	Three Months Ended	
	March 31,	
	2010	2009
Net sales	\$ 816.4	\$ 718.1
Cost of goods sold	650.9	593.1
Gross profit	165.5	125.0
Selling and administrative expenses	92.3	101.9
Amortization of intangibles	5.0	4.3
Other (income) expense, net	(9.0)	.9
Earnings from continuing operations before interest and income taxes	77.2	17.9
Interest expense	9.3	9.4
Interest income	1.1	1.5
Earnings from continuing operations before income taxes	69.0	10.0
Income taxes	21.5	6.7
Earnings from continuing operations	47.5	3.3
Earnings (loss) from discontinued operations, net of tax	(.6)	(.3)
Net earnings	\$ 46.9	\$ 3.0
(Earnings) loss attributable to noncontrolling interest, net of tax	(1.8)	.3
Net earnings attributable to Leggett & Platt, Inc. common shareholders	<u>\$ 45.1</u>	<u>\$ 3.3</u>
Earnings per share from continuing operations attributable to Leggett & Platt, Inc. common shareholders		
Basic	\$.30	\$.02
Diluted	\$.30	\$.02
Earnings per share from discontinued operations attributable to Leggett & Platt, Inc. common shareholders		
Basic	\$.00	\$.00
Diluted	\$.00	\$.00
Net earnings per share attributable to Leggett & Platt, Inc. common shareholders		
Basic	\$.30	\$.02
Diluted	\$.29	\$.02
Cash dividends declared per share	\$.26	\$.25
Average shares outstanding		
Basic	152.6	161.1
Diluted	154.3	161.4

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

(Amounts in millions)	Three Months Ended	
	March 31,	
	2010	2009
OPERATING ACTIVITIES		
Net earnings	\$ 46.9	\$ 3.0
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation	26.9	27.1
Amortization	5.0	4.3
Provision for losses on accounts and notes receivable	1.4	15.7
Writedown of inventory	3.0	2.3
Asset impairment charges	2.3	.4
Net gain from sales of assets and businesses	(11.5)	(.6)
Deferred income tax expense (benefit)	5.0	(1.6)
Stock-based compensation	13.3	11.1
Other	(1.3)	1.6
Other changes, excluding effects from acquisitions and divestitures:		
(Increase) decrease in accounts and other receivables	(58.9)	47.0
(Increase) decrease in inventories	(36.5)	40.3
Decrease in other current assets	2.4	1.1
Increase (decrease) in accounts payable	39.2	(14.3)
Increase (decrease) in accrued expenses and other current liabilities	13.9	(22.6)
NET CASH PROVIDED BY OPERATING ACTIVITIES	51.1	114.8
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(13.5)	(21.7)
Purchases of companies, net of cash acquired	(.4)	(.3)
Proceeds from sales of assets and businesses	10.0	3.0
Other	(4)	4.2
NET CASH USED FOR INVESTING ACTIVITIES	(4.3)	(14.8)
FINANCING ACTIVITIES		
Additions to debt	35.0	12.5
Payments on debt	(19.5)	(64.0)
Dividends paid	(38.7)	(39.1)
Issuances of common stock	2.0	.9
Purchases of common stock	(34.0)	(15.3)
Other	.3	.8
NET CASH USED FOR FINANCING ACTIVITIES	(54.9)	(104.2)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(5.2)	(.3)
DECREASE IN CASH AND CASH EQUIVALENTS	(13.3)	(4.5)
CASH AND CASH EQUIVALENTS - January 1,	260.5	164.7
CASH AND CASH EQUIVALENTS - March 31,	\$ 247.2	\$ 160.2

See accompanying notes to consolidated condensed financial statements.

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

(Amounts in millions, except per share data)

1. INTERIM PRESENTATION

The interim financial statements of Leggett & Platt, Incorporated ("Leggett", "we", "us" or "our") included herein have not been audited by an independent registered public accounting firm. The statements include all adjustments, including normal recurring accruals, which management considers necessary for a fair presentation of our financial position and operating results for the periods presented. We have prepared the statements 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 and footnotes included in our annual report on Form 10-K for the year ended December 31, 2009.

2. NEW ACCOUNTING GUIDANCE

In January 2010, the FASB issued amendments designed to improve disclosures about fair value measurements. The amendments require new disclosures for transfers in and out of Level 1 and Level 2 fair value measurements, and separate disclosure about purchases, sales, issuances, and settlements of Level 3 fair value measurements. The amendments also require clarification of existing disclosures for both recurring and nonrecurring fair value measurements (Level 2 or Level 3). These disclosures are effective for interim and annual reporting periods beginning after December 31, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 measurements. Those disclosures are effective for fiscal years beginning after December 31, 2010, and for interim periods within those fiscal years. The adoption of this guidance did not have a material impact on our financial statements.

The Financial Accounting Standards Board has issued other accounting guidance effective for future periods (that we have not yet adopted), but we do not believe any of the other new guidance will have a material impact on our future financial statements.

3. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE

Exit activities associated with an extensive review of our business portfolio in 2007 (which included the divestiture of some operations, the pruning of some business and the closure of certain underperforming plants) were substantially complete by the end of 2008. However, a small amount of subsequent activity directly related to these divestitures continued into 2009 and 2010.

One business (the Coated Fabrics unit previously reported in the Residential Furnishings segment) was sold in the third quarter of 2009.

At March 31, 2010 we had one remaining business held for sale (the Storage Products unit previously reported in Commercial Fixturing and Components). Pre-tax proceeds (fair value less costs to sell) from the sale of Storage Products are expected to recover the carrying value of the assets held for sale as presented in the following tables. Although market conditions have delayed the timing of this disposition we are fully committed to selling and actively marketing this business and expect to complete this disposition by the end of the second quarter or early third quarter. The net assets held for sale may fluctuate due to changes in working capital until this business is divested.

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

3. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE (continued)

Results from discontinued operations and activity directly related to divestitures subsequent to the date of sale for the quarters ended March 31 were as follows:

	Three Months Ended	
	March 31,	
	2010	2009
External sales:		
Residential Furnishings - Coated Fabrics Unit	\$ 0.0	\$ 6.0
Commercial Fixturing & Components - Storage Products Unit	12.2	13.6
External sales	<u>\$ 12.2</u>	<u>\$ 19.6</u>
Earnings (loss):		
Residential Furnishings - Coated Fabrics Unit	\$ 0.0	\$ (.4)
Commercial Fixturing & Components - Storage Products Unit (1)	(.8)	.1
Subsequent activity related to divestitures completed prior to 2009	(1)	(.4)
Earnings (loss) before interest and income taxes	(.9)	(.7)
Income tax benefit	.3	.4
Earnings (loss) from discontinued operations, net of tax	<u>\$ (.6)</u>	<u>\$ (.3)</u>

- (1) In the first quarter of 2010, pre-tax impairment charges of \$.9 were recorded for the Storage Products unit to reflect an updated estimate of fair value less costs to sell.

Net assets held for sale by segment were as follows:

	March 31, 2010		
	Assets	Liabilities	Net Assets
Residential Furnishings	\$ 8.7	\$ 0.0	\$ 8.7
Commercial Fixturing & Components	23.8	3.6	20.2
Aluminum Products	1.1	0.0	1.1
Industrial Materials	2.1	0.0	2.1
Specialized Products	8.4	0.0	8.4
Net assets held for sale	<u>\$ 44.1</u>	<u>\$ 3.6</u>	<u>\$ 40.5</u>

	December 31, 2009		
	Assets	Liabilities	Net Assets
Residential Furnishings	\$ 9.4	\$ 0.0	\$ 9.4
Commercial Fixturing & Components	23.5	3.2	20.3
Aluminum Products	1.1	0.0	1.1
Industrial Materials	2.1	0.0	2.1
Specialized Products	7.5	0.0	7.5
Net assets held for sale	<u>\$ 43.6</u>	<u>\$ 3.2</u>	<u>\$ 40.4</u>

These tables include \$23.1 and \$22.2 of property, plant and equipment held for sale at March 31, 2010 and December 31, 2009, respectively, primarily associated with the closings of various operations and prior year restructurings. These amounts also include land and buildings retained when we divested the Aluminum Products segment.

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

3. DISCONTINUED OPERATIONS AND ASSETS HELD FOR SALE (continued)

The major classes of assets and liabilities held for sale included in our Consolidated Condensed Balance Sheets were as follows:

	March 31,	December 31,
	2010	2009
Receivables, net	\$ 5.2	\$ 4.8
Inventories, net	11.4	11.4
Prepaid expenses and other current assets	.2	.2
Total current assets held for sale	16.8	16.4
Property, plant and equipment, net	27.3	27.2
Total non-current assets held for sale	27.3	27.2
Total assets held for sale	\$ 44.1	\$ 43.6
Accounts payable	\$ 2.6	\$ 2.3
Accrued expenses	1.0	.9
Total current liabilities held for sale	3.6	3.2
Total liabilities held for sale	\$ 3.6	\$ 3.2
Net assets held for sale	\$ 40.5	\$ 40.4

4. EARNINGS PER SHARE

Basic and diluted earnings per share were calculated as follows:

	Three Months Ended	
	March 31,	
	2010	2009
Earnings from continuing operations	\$ 47.5	\$ 3.3
(Earnings) loss attributable to noncontrolling interest, net of tax	(1.8)	.3
Net earnings from continuing operations attributable to Leggett & Platt, Inc. common shareholders	45.7	3.6
Earnings (loss) from discontinued operations, net of tax	(.6)	(.3)
Net earnings attributable to Leggett & Platt, Inc. common shareholders	\$ 45.1	\$ 3.3
Weighted average number of common shares used in basic EPS	152.6	161.1
Additional dilutive shares principally from the assumed exercise of outstanding stock options	1.7	.3
Weighted average number of common shares and dilutive potential common shares used in diluted EPS	154.3	161.4
Basic EPS attributable to Leggett & Platt, Inc. common shareholders		
Continuing operations	\$.30	\$.02
Discontinued operations	.00	.00
Basic EPS attributable to Leggett & Platt, Inc. common shareholders	\$.30	\$.02
Diluted EPS attributable to Leggett & Platt, Inc. common shareholders		
Continuing operations	\$.30	\$.02
Discontinued operations	.00	.00
Diluted EPS attributable to Leggett & Platt, Inc. common shareholders	\$.29	\$.02
Shares issuable under employee and non-employee stock options	13.5	14.8
Anti-dilutive shares excluded from diluted EPS computation	4.4	13.3

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

5. INVENTORIES

Inventories, of which about 60% 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:

	March 31,	December 31,
	2010	2009
At FIFO cost		
Finished goods	\$ 229.6	\$ 221.9
Work in process	48.0	44.7
Raw materials and supplies	219.8	201.2
LIFO reserve	(58.8)	(58.7)
	<u>\$ 438.6</u>	<u>\$ 409.1</u>

LIFO reserve activity during the three months ended March 31, 2010 reflects an increase of \$2.1 for LIFO expense, offset by a reduction in the LIFO reserve of \$2.0 associated with a small divestiture.

We calculate our LIFO reserve (the excess of FIFO cost over LIFO cost) on an annual basis. During interim periods, we estimate the current year annual change in the LIFO reserve (i.e., the annual LIFO expense or benefit) and allocate that change ratably to the four quarters. Because accurately predicting inventory prices for the year is difficult, the change in the LIFO reserve for the full year could be significantly different from the amount currently estimated. In addition, a variation in expected ending inventory levels could also impact total change in the LIFO reserve for the year. Any change in the annual LIFO estimate will be reflected in the remaining quarters.

6. STOCK-BASED COMPENSATION

During the three months ended March 31, 2010 and 2009, 1.3 million and 1.9 million options, respectively, were granted to a broad group of employees. The weighted-average per-share fair value of the options granted was \$4.08 and \$2.22, for the three months ended March 31, 2010 and 2009, respectively. Beginning with the January 2010 grant we gave most employees (excluding officers) the choice to receive a cash payment in lieu of options. The value of the cash alternative was equal to approximately one-half of the Black-Scholes value of the option grant the employee would have otherwise received.

During the three months ended March 31, 2010 and 2009, we also granted Performance Stock Unit (PSU) awards to selected officers and other key managers. The PSU Awards vest at the end of a 3-year performance period based on our Total Shareholder Return [TSR = (Change in Stock Price + Dividends)/Beginning Stock Price] relative to a peer group. The grant date fair values of these awards were \$21.96 in 2010 and \$15.76 in 2009. Grant date fair values are calculated using a Monte Carlo simulation of stock and volatility data for Leggett and each of the comparator companies and are based upon assumptions similar to those used for stock options. These grants include service and market conditions, and participants will earn from 0% to 175% of the base award (the base award was total shares of 289,884 in 2010 and 584,650 in 2009). Thirty-five percent (35%) of the vested 2010 Award will be paid out in cash and we intend to pay out the remaining sixty-five percent (65%) in shares of our common stock, although we reserve the right to pay up to one hundred percent (100%) in cash.

The following table summarizes the weighted-average assumptions used to calculate the grant date fair value of options granted during the periods presented. Fair values were calculated using the Black-Scholes option pricing model.

Key Assumptions	Three Months Ended	
	2010	2009
Risk-free interest rate	3.1%	1.9%
Expected life in years	6.9	6.7
Expected volatility (over expected life)	33.2%	31.4%
Expected dividend yield (over expected life)	5.2%	6.4%

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

6. STOCK-BASED COMPENSATION (continued)

The following table recaps the components of stock-based compensation (including discontinued operations) for each period presented:

	Three Months Ended	
	March 31,	
	2010	2009
Amortization of the grant date fair value of stock options	\$ 2.6	\$ 2.5
Stock-based retirement plans, discounts on various stock programs and other	4.9	3.8
Performance stock unit awards	2.1	1.4
Stock-based compensation elected by employees in lieu of cash compensation	3.7	3.4
	<u>\$ 13.3</u>	<u>\$ 11.1</u>

7. EMPLOYEE BENEFIT PLANS

The following table provides interim information as to our domestic and foreign defined benefit pension plans. Expected 2010 employer contributions are not significantly different than the \$2.0 previously reported at December 31, 2009.

	Three Months Ended	
	March 31,	
	2010	2009
Components of net pension expense (income)		
Service cost	\$.6	\$.5
Interest cost	3.3	3.4
Expected return on plan assets	(3.2)	(3.5)
Recognized net actuarial loss	.9	1.0
Net pension expense	<u>\$ 1.6</u>	<u>\$ 1.4</u>

8. SEGMENT INFORMATION

We have four operating segments that are generally focused on broad end-user markets for our 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 and components for office and institutional furnishings. 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 automotive seating components, specialized machinery and equipment, and commercial vehicle interiors.

Our reportable segments are the same as our operating segments, which also correspond with our management organizational structure. Each reportable segment has a senior operating vice-president that reports to the chief operating decision maker. The operating results and financial information reported through the segment structure are regularly reviewed and used by the chief operating decision maker to evaluate segment performance, allocate overall resources and determine management incentive compensation.

Separately, we also utilize a role-based approach (Grow, Core, Fix or Divest) as a supplemental management tool to ensure capital (which is a subset of the overall resources referred to above) is efficiently allocated within the reportable segment structure.

The accounting principles used in the preparation of the segment information are the same as those used for the consolidated financial statements, except that the segment assets and income reflect the FIFO basis of accounting for inventory. Certain inventories are accounted for using the LIFO basis in the consolidated financial statements. We evaluate performance based on earnings from operations before interest and income taxes (EBIT). Intersegment sales are made primarily at prices that approximate market-based selling prices. Centrally incurred costs are allocated to the segments based on estimates of services used by the segment. Certain of our general and administrative costs and miscellaneous corporate income and expenses are allocated to the segments based on sales and EBIT. These allocated corporate costs include depreciation and other costs and income related to assets that are not allocated or otherwise included in the segment assets.

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

8. SEGMENT INFORMATION (continued)

A summary of segment results from continuing operations are shown in the following tables.

	External	Inter- Segment	Total	EBIT
	Sales	Sales	Sales	
Three months ended March 31, 2010:				
Residential Furnishings	\$ 432.3	\$ 2.1	\$ 434.4	\$ 49.1
Commercial Fixturing & Components	140.7	1.0	141.7	7.9
Industrial Materials	115.3	61.8	177.1	13.4
Specialized Products	128.1	8.3	136.4	8.4
Intersegment eliminations				.5
Change in LIFO reserve				(2.1)
	<u>\$ 816.4</u>	<u>\$ 73.2</u>	<u>\$ 889.6</u>	<u>\$ 77.2</u>
Three months ended March 31, 2009:				
Residential Furnishings	\$ 411.6	\$ 2.4	\$ 414.0	\$ (7.1)
Commercial Fixturing & Components	114.4	1.1	115.5	(3.3)
Industrial Materials	104.3	60.6	164.9	13.0
Specialized Products	87.8	16.6	104.4	(8.5)
Intersegment eliminations				6.8
Change in LIFO reserve				17.0
	<u>\$ 718.1</u>	<u>\$ 80.7</u>	<u>\$ 798.8</u>	<u>\$ 17.9</u>

Average assets for our segments at March 31, 2010 and December 31, 2009 are shown in the table below and reflect the basis for return measures used by management to evaluate segment performance. These segment totals include working capital (all current assets and current liabilities) plus net property, plant and equipment. Segment assets for all years are reflected at their estimated average for the periods presented.

	March 31,	December 31,
	2010	2009
Residential Furnishings	\$ 647.4	\$ 692.1
Commercial Fixturing & Components	182.0	213.5
Industrial Materials	206.8	237.2
Specialized Products	207.0	213.0
Average current liabilities included in segment numbers above	375.3	339.9
Assets held for sale	44.1	43.6
Unallocated assets (1)	1,408.7	1,436.1
Difference between average assets and period-end balance sheet	19.4	(114.2)
Total Assets	<u>\$ 3,090.7</u>	<u>\$ 3,061.2</u>

(1) Primarily goodwill, other intangibles, cash and long-term notes receivable.

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

9. CONTINGENCIES

We are involved in various legal proceedings including matters which involve claims against us under employment, intellectual property, environmental, taxation and other laws. When it appears probable in management's judgment that we 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 our financial position for any of the periods presented. While the results of any ultimate resolution cannot be predicted with certainty, management believes the possibility of a material adverse effect on our consolidated financial position, results of operations, cash flows and liquidity from claims and proceedings is remote.

On July 22, 2004, we were named as one of approximately 80 defendants in several cases consolidated as Gray v. Derderian, Case No. 1:04-CV-312-L, U.S.D.C. R.I. This litigation resulted from a nightclub fire in West Warwick, Rhode Island involving multiple deaths and injuries. There are in excess of 550 plaintiffs in the litigation. Along with other foam manufacturing defendants, we were alleged to have manufactured and sold bulk polyurethane foam to a foam fabricator in Rhode Island, who in turn, was alleged to have fabricated and sold foam sheets to the nightclub. The foam was among other materials alleged to have caught fire when pyrotechnics were ignited inside the nightclub.

We believe we did not manufacture the foam subject to the lawsuit and that we have valid defenses to the claims. Nevertheless, with our consent, our primary insurance carrier reached a tentative settlement with counsel for all plaintiffs on April 29, 2008 and we executed the final settlement agreement on October 6, 2009. The settlement agreement is subject to various court approvals and the signature of all plaintiffs. Pursuant to the settlement agreement, we would pay a \$2 self-insured retention. The remainder of the \$18.2 settlement would be paid by our insurance carrier. Management does not believe the settlement or the outcome will have a material effect on our financial condition, operating cash flows or results of operations. We recorded \$2 of expense in 2008 and currently have a \$16.2 receivable from the insurance carrier and an \$18.2 liability related to this matter, that is included in current assets and current liabilities, respectively, in the Consolidated Condensed Balance Sheets.

On January 18, 2008, National Products, Inc. (NPI) sued Gamber-Johnson, LLC, a wholly-owned subsidiary of the Company (Gamber), in Case #C08-0049C-JLR, in the United States District Court, Western District of Washington, alleging that portions of a marketing video contained false and misleading statements violating the Lanham Act. NPI sought (i) injunctive relief requiring Gamber to cease use of the video and notify customers; (ii) damages for its alleged lost profits; and (iii) disgorgement of Gamber's profits in an unspecified amount. NPI and Gamber compete in the market for vehicle computer mounting systems. Although portions of the claims were dismissed by the Court before trial, a jury on April 12, 2010 found that a few statements in the video were false and deliberate and awarded \$10 in damages against Gamber. The Court has not yet ruled on Gamber's motion for judgment as a matter of law which was filed during trial before the jury verdict. The Court also has the power to enhance or reduce the jury award, grant injunctive relief, and award attorney fees. A portion (not exceeding \$1) of the award may be covered by insurance, but that coverage is subject to the insurance company's reservation of rights.

We believe that Gamber has valid bases upon which the trial or appellate courts could either overturn the jury verdict or substantially reduce the damage award, and Gamber intends to vigorously pursue such bases. Although it is possible for the Company to incur a material amount of damages in this litigation, we do not believe that it is probable. As such, we established a reserve in the first quarter of 2010 for this litigation in an amount management believes is probable and is significantly less than the jury verdict. However, legal matters are subject to inherent uncertainties and it is possible that the ultimate resolution of this matter could have a material adverse impact on our financial position and results of operations.

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

10. STATEMENT OF CHANGES IN EQUITY

	Three Months Ended March 31, 2010							
	Comprehensive Income				Common Stock & Additional			Accumulated
	Attributable to Leggett & Platt, Inc.	Total Equity	Retained Earnings	Contributed Capital	Treasury Stock	Noncontrolling Interest	Other Comprehensive Income	
Beginning balance, January 1, 2010	\$ 0.0	\$1,575.5	\$2,013.3	\$ 469.7	\$(1,033.8)	\$ 21.5	\$ 104.8	
Net earnings	46.9	46.9	46.9	0.0	0.0	0.0	0.0	
(Earnings) loss attributable to noncontrolling interest, net of tax	(1.8)	0.0	(1.8)	0.0	0.0	1.8	0.0	
Dividends declared	0.0	(39.5)	(39.5)	0.0	0.0	0.0	0.0	
Dividends paid to noncontrolling interest	0.0	(1.7)	0.0	0.0	0.0	(1.7)	0.0	
Treasury stock purchased	0.0	(38.5)	0.0	0.0	(38.5)	0.0	0.0	
Treasury stock issued	0.0	13.0	0.0	(7.5)	20.5	0.0	0.0	
Foreign currency translation adjustments	(23.5)	(23.5)	0.0	0.0	0.0	0.0	(23.5)	
Cash flow hedges, net of tax	(.4)	(.4)	0.0	0.0	0.0	0.0	(.4)	
Defined benefit pension plans, net of tax	.5	.5	0.0	0.0	0.0	0.0	.5	
Stock options and benefit plan transactions, net of tax	0.0	7.2	0.0	7.2	0.0	0.0	0.0	
Ending balance, March 31, 2010	<u>\$ 21.7</u>	<u>\$1,539.5</u>	<u>\$2,018.9</u>	<u>\$ 469.4</u>	<u>\$(1,051.8)</u>	<u>\$ 21.6</u>	<u>\$ 81.4</u>	
	Three Months Ended March 31, 2009							
	Comprehensive Income				Common Stock & Additional			Accumulated
	Attributable to Leggett & Platt, Inc.	Total Equity	Retained Earnings	Contributed Capital	Treasury Stock	Noncontrolling Interest	Other Comprehensive Income	
Beginning balance, January 1, 2009	\$ 0.0	\$1,670.9	\$2,062.1	\$ 498.1	\$ (918.6)	\$ 17.9	\$ 11.4	
Net earnings	3.0	3.0	3.0	0.0	0.0	0.0	0.0	
(Earnings) loss attributable to noncontrolling interest, net of tax	.3	0.0	.3	0.0	0.0	(.3)	0.0	
Dividends declared	0.0	(40.0)	(40.0)	0.0	0.0	0.0	0.0	
Dividends paid to noncontrolling interest	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Treasury stock purchased	0.0	(17.4)	0.0	0.0	(17.4)	0.0	0.0	
Treasury stock issued	0.0	21.6	0.0	(24.8)	46.4	0.0	0.0	
Foreign currency translation adjustments	(14.0)	(13.9)	0.0	0.0	0.0	.1	(14.0)	
Cash flow hedges, net of tax	(1.5)	(1.5)	0.0	0.0	0.0	0.0	(1.5)	
Defined benefit pension plans, net of tax	.8	.8	0.0	0.0	0.0	0.0	.8	
Stock options and benefit plan transactions, net of tax	0.0	(2.5)	0.0	(2.5)	0.0	0.0	0.0	
Ending balance, March 31, 2009	<u>\$ (11.4)</u>	<u>\$1,621.0</u>	<u>\$2,025.4</u>	<u>\$ 470.8</u>	<u>\$(889.6)</u>	<u>\$ 17.7</u>	<u>\$ (3.3)</u>	

LEGGETT & PLATT, INCORPORATED
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS—(Continued)
(Unaudited)

11. FAIR VALUE

Fair value measurements are established using a three level valuation hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into the following categories:

- Level 1: Quoted prices for identical assets or liabilities in active markets.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly. Short-term investments in this category are valued using discounted cash flow techniques with all significant inputs derived from or corroborated by observable market data. Derivative assets and liabilities in this category are valued using models that consider various assumptions and information from market-corroborated sources. The models used are primarily industry-standard models that consider items such as quoted prices, market interest rate curves applicable to the instruments being valued as of the end of each period, discounted cash flows, volatility factors, current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace.
- Level 3: Unobservable inputs that are not corroborated by market data.

The following tables present assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2010 and December 31, 2009:

As of March 31, 2010:	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents:				
Money market funds	\$ 165.1	\$ 0.0	\$ 0.0	\$ 165.1
Short-term investments:				
Bank time deposits	0.0	4.3	0.0	4.3
Derivative assets	0.0	2.4	0.0	2.4
Total assets	\$ 165.1	\$ 6.7	\$ 0.0	\$ 171.8
Liabilities:				
Derivative liabilities	\$ 1.2	\$ 0.0	\$ 0.0	\$ 1.2
Total liabilities	\$ 1.2	\$ 0.0	\$ 0.0	\$ 1.2
As of December 31, 2009:	Level 1	Level 2	Level 3	Total
Assets:				
Cash equivalents:				
Money market funds	\$ 186.4	\$ 0.0	\$ 0.0	\$ 186.4
Short-term investments:				
Bank time deposits	0.0	5.2	0.0	5.2
Derivative assets	0.0	.6	0.0	.6
Total assets	\$ 186.4	\$ 5.8	\$ 0.0	\$ 192.2
Liabilities:				
Derivative liabilities	\$.6	\$.3	\$ 0.0	\$.9
Total liabilities	\$.6	\$.3	\$ 0.0	\$.9

The primary areas in which we use fair value measurements of non-financial assets and liabilities are allocating purchase price to the assets and liabilities of acquired companies and evaluating long-term assets for potential impairment.

We incurred impairment charges of \$2.3 for the three months ended March 31, 2010 (\$1.4 in continuing operations and \$.9 in discontinued operations) and \$.4 for the three months ended March 31, 2009 (all in continuing operations) related to fixed assets. Fair value and the resulting impairment charges were based primarily upon offers from potential buyers or third party estimates of fair value less selling costs.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

What We Do

Leggett & Platt is a diversified manufacturer, and member of the S&P 500 index, that conceives, designs, and produces a broad variety of engineered components and products found in most homes, offices, automobiles, and many retail stores. We make components that are often hidden within, but integral to, our customers' products.

We are North America's leading independent manufacturer of: components for residential furniture and bedding, carpet underlay, components for office furniture, drawn steel wire, automotive seat support and lumbar systems and bedding industry machinery.

Our Segments

Our continuing operations are composed of 19 business units in four segments, with approximately 19,000 employees, and more than 140 production facilities located in 18 countries around the world. Our segments are described below.

Residential Furnishings: This segment supplies a variety of components mainly used by bedding and upholstered furniture manufacturers in the assembly of their finished products. We also sell carpet cushion, adjustable beds, bed frames, ornamental beds and geo components. This segment generated approximately 51% of total sales during 2009 and approximately 49% during the first quarter of 2010.

Commercial Fixturing & Components: Operations in this segment, which contributed approximately 15% of total sales in 2009 and approximately 16% in the first quarter of 2010, manufacture and sell store fixtures and point-of-purchase displays used in retail stores. We also produce chair controls, bases, and other components for office furniture manufacturers.

Industrial Materials: These operations primarily supply steel rod, drawn steel wire, steel billets, and welded steel tubing to other Leggett operations and to external customers. Our wire and tubing is used to make bedding, furniture, automotive seats, wire retail fixtures, mechanical springs, and many other end products. This segment generated approximately 19% of our total sales in 2009 and approximately 20% during the first quarter of 2010.

Specialized Products: From this segment we supply lumbar systems and wire components used by automotive seating manufacturers. We manufacture and install the racks, shelving and cabinets used to outfit fleets of service vans. We also produce machinery, both for ourselves and for others, including bedding manufacturers. This segment contributed about 15% of total sales during 2009 and during the first quarter of 2010.

Discontinued Operations and Divestitures

During the past three years, we have divested six businesses. In 2008, we sold our Aluminum Products segment and four smaller business units (Wood Products, Fibers, Plastics, and the dealer portion of Commercial Vehicle Products). In 2009, we sold the Coated Fabrics business unit. We received after-tax cash proceeds of \$420 million for these six businesses. One additional business unit (Storage Products) is also targeted for divestiture. Results of operations for all of these businesses are classified as discontinued operations in our financial statements.

For the remaining divestiture, we expect to recover the carrying value of the net assets held for sale. Net assets classified as held for sale totaled \$40.5 million at March 31, 2010 (this includes \$23.1 million not associated with the Storage Products business). Although recent market conditions have delayed the timing of the final disposition, we are fully committed to selling this business and expect to complete this disposition by the end of the second quarter or early third quarter.

Strategic Direction

In late 2007, we outlined significant changes to our strategy. We adopted a new primary financial metric (Total Shareholder Return), adopted role-based portfolio management, implemented more rigorous strategic planning, and changed the priorities for use of cash. Our goals, in sequential order, were to i) divest low performing businesses, ii) return more cash to investors, iii) improve margins and returns, and iv) begin to carefully and conservatively grow the company at 4-5% of annual revenue. We have made significant progress over the past two years.

Total Shareholder Return (TSR) is the key financial measure that we use to monitor performance. TSR is driven by the change in our share price and the dividends we pay [TSR = (Change in Stock Price + Dividends) / Beginning Stock Price]. We focus on four key sources of TSR: revenue growth, margin expansion, dividends, and share repurchases. Historically, our primary objective was profitable growth. Going forward, we intend to generate higher TSR through a balanced approach that employs all four sources of TSR. In 2008, dividends and stock buybacks largely drove our TSR; during 2009, we benefited significantly from margin improvement; and within a few years we expect that modest annual sales growth will also contribute to TSR. Beginning in 2008, we introduced TSR-based incentives for senior executives and modified business unit bonuses to give more importance to achieving higher returns on the assets under their direct control. From January 1, 2008 through April 30, 2010, we posted TSR of 61%, which ranks in the top 2% of the S&P 500.

We narrowed our focus and eliminated (during 2008 and 2009) approximately 15% of our portfolio through the divestiture of the Aluminum Products segment and five additional business units (one divestiture remains). We also narrowed the scope of the Store Fixtures unit to focus primarily on the metals part of the fixtures industry, in alignment with Leggett's core competency of producing steel and steel-related products. These activities were largely complete by the end of 2008, and resulted in charges that impacted our operating results (primarily in 2007 and 2008).

We have implemented a more rigorous strategic planning process to assess our business units and help guide future decisions regarding business unit roles, capital allocation priorities, and new areas in which to grow. We review the portfolio classification of each unit on an annual basis to determine its appropriate role (Grow, Core, Fix, or Divest). This review includes criteria such as competitive position, market attractiveness, business unit size, and fit within our overall objectives, as well as financial indicators such as EBITDA growth, operating cash flows, and return on assets. To remain in the portfolio, business units are expected to consistently generate after-tax returns in excess of our cost of capital. Business units that fail to consistently attain minimum return goals will be moved to the Fix or Divest categories.

The majority of our business units are categorized as "Core". A much smaller percentage are categorized as "Grow" consequently, we recognize as a strategic imperative the need to expand the Grow category by improving i) our success rate at developing innovative new products and ii) our abilities to identify new growth platforms. A few small business units are considered "Fix", and must improve their performance within a reasonable time frame (with some latitude given them due to the weak economy). Finally, a few small business units (and portions of business units) are considered non-strategic, and will likely be divested as the M&A market recovers and allows for reasonable sales prices.

The strategic changes have increased available cash. We expect to continue returning much of this cash to shareholders through dividends and share repurchases.

Customers

We serve a broad suite of customers, with no single one representing over 6% of our 2009 annual sales. Many are companies whose names are widely recognized; they include most manufacturers of furniture and bedding, a variety of other manufacturers, and many major retailers.

Major Factors That Impact Our Business

Many factors impact our business, but those that generally have the greatest impact are market demand, raw material costs, and competition.

Market Demand

Notable demand improvement in several of our end markets is reflected in our first quarter 2010 results. In our U.S. bedding business, innerspring unit volumes increased approximately 5% in the first quarter, reflecting improved market demand. Boxspring units grew significantly during the quarter reflecting improved demand and market share gains. Unit volumes in our furniture components business also increased in the first quarter due to market share gains and relative market strength in motion upholstery. In both bedding and furniture, market demand has been strongest in recent months at lower price points. Demand in the office furniture industry appears to have stabilized, albeit at a very low level. Revenues in our store fixtures business grew roughly 35% during the quarter, and continue to reflect solid demand by the value-oriented retailers with which we are very well placed. Automotive industry production rates continue to improve globally. Industry forecasts anticipate production growth in all the major automotive markets for the full year 2010.

Raw Material Costs

Steel is our principal raw material and at various times in past years we have experienced extreme cost fluctuations in this commodity. In most cases, the major changes (both increases and decreases) were passed through to customers via selling price adjustments. Our ability to recover higher costs (through selling price increases) is crucial. When we experience significant increases in raw material costs, we typically implement price increases to recover the higher costs. Conversely, when costs decrease significantly, we generally pass those lower costs through to our customers. The timing of our price increases or decreases is a critical factor; we typically experience a lag in recovering higher costs, so we also expect to realize a lag as costs decline.

As a producer of steel rod, we are impacted by volatility in metal margins (the difference in the cost of steel scrap and the market price for steel rod). Steel costs increased during the first quarter of 2010. These increases included further escalation in scrap costs which compressed metal margins at our steel rod mill. Market prices for steel rod have been increasing, and we expect metal margins to improve in the coming quarters. As a result of the cost increases, we have announced and are in the process of implementing price increases in our major steel-based businesses.

Competition

We continue to face pressure from foreign competitors as some of our customers source a portion of their components and finished products from Asia. In instances where our customers move production of their finished products overseas, our operations have been located nearby to supply them efficiently.

Certain foreign manufacturers benefit from more lenient regulatory climates related to safety and environmental matters. In late 2007, we filed an antidumping suit related to innerspring imports from China, South Africa and Vietnam. We saw a distinct decline in unfair imports during 2008 after the antidumping investigations began. As a result, we regained market share and performance in our Bedding group improved. The investigations were brought to a favorable conclusion in early 2009. The current antidumping duty rates on innersprings from these countries are significant, ranging from 116% to 234%, and should remain in effect for at least another four years. Imported innersprings from these countries are now supposed to be sold at fair prices, however the duties on certain innersprings are being evaded by various means including shipping the goods through a third country and misclassifying the actual country of origin. Leggett, along with several U.S. manufacturers of steel wire products with active antidumping and antidumping/countervailing duty orders, formed a coalition and are working with members of Congress, the U.S. Department of Commerce, and U.S. Customs and Border Protection to seek stronger enforcement of existing antidumping and/or countervailing duty orders.

Asset Impairments and Restructuring-related Charges

Exit activities associated with the extensive review of our business portfolio in 2007 (which included the divestiture of some operations, the pruning of some businesses and the closure of certain underperforming plants) were substantially complete by the end of 2008. There were no other material restructuring plans initiated during 2009 or 2010. Net impairment and restructuring-related charges for continuing operations during the first quarters of 2009 and 2010 were \$2.2 million and \$1.0 million, respectively.

We will conduct our annual review for potential goodwill impairment in June 2010 and test long-lived assets for recoverability at year-end and whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

RESULTS OF OPERATIONS

Discussion of Consolidated Results

First quarter sales of \$816.4 million (from continuing operations) were 14% higher than in the first quarter of 2009; unit volumes improved approximately 18%, but were partially offset by reduced prices associated with steel-related price deflation that occurred during the first half of 2009.

Earnings per share from continuing operations for the quarter were \$.30 per diluted share, including a \$.03 per share net benefit from several offsetting items (with the largest being a \$.05 per share benefit associated with the sale of a building and several smaller items including the gain on a sale of a small divestiture, asset impairment and restructuring-related charges, and changes in litigation reserves that net to a \$.02 per share expense). In the first quarter of 2009, earnings per share from continuing operations were \$.02 (including a \$.04 per share expense related to a customer bankruptcy). Earnings increased primarily as a result of higher sales and the associated improvement in capacity utilization, cost reduction initiatives implemented in 2009, and pricing discipline.

Discontinued operations had less than \$.01 effect on earnings per share in the first quarter of 2010 or in the first quarter of 2009.

LIFO/FIFO and the Effect of Changing Prices

All of our segments use the first-in, first-out (FIFO) method for valuing inventory. In our consolidated financials, an adjustment is made at the corporate level (i.e. outside the segments) to convert about 60% of our inventories to the last-in, first-out (LIFO) method. Earnings for the first quarter 2010 reflect a LIFO expense of \$2.1 million, compared to LIFO benefit of \$17.0 million in the first quarter of 2009. LIFO created significant variability in 2009 quarterly earnings. Steel deflation negatively impacted segment earnings for the first half of 2009. This impact was offset by a LIFO benefit at the corporate level, but that benefit was spread across all four quarters. LIFO-related impacts are not anticipated to be as significant during 2010. Our LIFO estimate for the full year incorporates certain assumptions about year-end steel prices and inventory levels (both are very difficult to predict accurately). Therefore, LIFO expense for the full year could be significantly different from that currently estimated. Any further change in the annual estimate of LIFO expense will be reflected in subsequent quarters. See Note 5 of the Notes to Consolidated Condensed Financial Statements for further discussion of inventories.

Interest and Income Taxes

First quarter 2010 interest expense from continuing operations was level with the first quarter of 2009. Interest expense for the full year 2010 is expected to be slightly lower than in 2009.

The reported first quarter consolidated worldwide effective tax rate on continuing operations was 31%, compared to 67% for the same quarter last year. The 2009 effective rate was high due to the low level and the mix of earnings among various tax jurisdictions, while 2010's rate benefitted from the favorable tax impact of a building gain in the first quarter of 2010. We anticipate the effective rate for the remainder of 2010 will approximate 33%, but is dependent upon such factors as our overall profitability, the mix of earnings among taxing jurisdictions, the type of income earned, the impact of discrete items in future quarters, the outcome of tax audits during the year, and the effect of any tax law changes.

Discussion of Segment Results

First Quarter Discussion

A description of the products included in each segment, along with segment financial data, appear in Note 8 of the Notes to Consolidated Condensed Financial Statements.

A summary of the segment results from continuing operations for the quarters ended March 31, 2010 and March 31, 2009 are shown in the following tables.

	Three Months ended		Three Months ended		Change in		% Change in
	March 31, 2010		March 31, 2009		Sales		
	Sales		Sales		\$	%	Sales(1)
Residential Furnishings	\$ 434.4		\$ 414.0		\$ 20.4	4.9%	5.0%
Commercial Fixturing & Components	141.7		115.5		26.2	22.7	22.7
Industrial Materials	177.1		164.9		12.2	7.4	7.8
Specialized Products	136.4		104.4		32.0	30.7	30.5
Total	889.6		798.8		90.8	11.4	
Intersegment sales	(73.2)		(80.7)		7.5		
External sales	\$ 816.4		\$ 718.1		\$ 98.3	13.7%	13.8%

	Three Months		Change in EBIT		EBIT Margins(2)	
	Three Months	Three Months			Three Months	Three Months
	ended	ended			ended	ended
	March 31, 2010	March 31, 2009			March 31,	March 31,
	EBIT	EBIT	\$	%	2010	2009
Residential Furnishings	\$ 49.1	\$ (7.1)	\$ 56.2	791.5%	11.3%	(1.7)%
Commercial Fixturing & Components	7.9	(3.3)	11.2	339.4	5.6	(2.9)
Industrial Materials	13.4	13.0	.4	3.1	7.6	7.9
Specialized Products	8.4	(8.5)	16.9	198.8	6.2	(8.1)
Intersegment eliminations	.5	6.8	(6.3)			
Change in LIFO reserve	(2.1)	17.0	(19.1)			
Total	\$ 77.2	\$ 17.9	\$ 59.3	331.3%	9.5%	2.5%

- (1) The amount of sales increase not attributable to acquisitions; sales growth that comes from the same plants and facilities that we owned one year earlier.
(2) Segment margins are calculated on total sales. Overall company margin is calculated on external sales.

Residential Furnishings

Total sales from continuing operations increased \$20.4 million, or 4.9%, as a result of improved market demand. Unit volume increased 10%, but was partially offset by lower unit prices (from steel-related price deflation that occurred in the first half of 2009).

EBIT (earnings before interest and income taxes) from continuing operations increased \$56.2 million due to improved sales, price discipline, cost structure improvements, the benefit associated with the sale of a building, and absence of last year's bad debt expense related to a customer bankruptcy.

Commercial Fixturing & Components

Total sales from continuing operations increased \$26.2 million, or 22.7%, due to our strong position with value-oriented retailers and new programs with office furniture manufacturers.

EBIT from continuing operations increased \$11.2 million due to sales growth, cost reductions and operational improvements.

Industrial Materials

Total sales increased \$12.2 million, or 7.4%; unit volume was 18% higher, but was partially offset by lower unit prices (from steel-related price deflation that occurred during the first half of 2009).

EBIT increased \$.4 million, with the impact of higher volume offset by lower metal margins (reflecting higher costs for scrap steel).

Specialized Products

Total sales from continuing operations increased \$32.0 million, or 30.7%. Significantly improved automotive demand was partially offset by weaker demand for machinery and commercial vehicle products.

EBIT from continuing operations increased \$16.9 million, with the benefit from higher volume, cost reductions and operational improvements partially offset by non-operating charges (including increased litigation reserves, asset impairments and restructuring-related charges) that totaled \$4 million of expense.

Discontinued Operations

Earnings from discontinued operations are presented net of tax on the Consolidated Condensed Statements of Operations. Losses from discontinued operations in the first quarter of 2010 were \$(.6) million, compared to losses from discontinued operations of \$(.3) in the first quarter of 2009.

LIQUIDITY AND CAPITALIZATION

In this section, we provide details, reflecting both continuing and discontinued operations, about our:

- Uses of cash
- Cash from operations
- Debt position and total capitalization

We use cash for the following:

- Finance capital requirements (e.g. productivity, growth and acquisitions)
- Pay dividends
- Repurchase our stock

Our operations provide much of the cash we require, and debt may also be used to fund a portion of our needs. Net debt to net capital increased slightly from 23.7% at year-end 2009 to 25.6% as of March 31, 2010. Our long-term target is to have net debt as a percent of net capital in the 30%-40% range. The calculation of net debt as a percent of net capital at March 31, 2010 and December 31, 2009 is presented on page 20.

Uses of Cash

Finance Capital Requirements

Improving returns of the existing asset base will continue to be a key focus. However, cash is available to fund selective growth, both internally (through capital expenditures) and externally (through acquisitions).

Capital expenditures include investments we make to modernize, maintain, and expand manufacturing capacity. With our move to role-based portfolio management, we are more restrictive in funding capital projects. Capital spending in 2010 is expected to be less than \$90 million. Growth capital, which had historically been available to all our businesses, is now predominantly earmarked for our Grow business units. Operations designated as Core business units receive capital primarily for productivity enhancements, but expansion capital is limited.

We have also set a higher bar for acquisitions, and plan to pursue disciplined growth through fewer, but more strategic, opportunities. We will seek acquisitions within our growth businesses, and will also look for longer-term opportunities to enter new, higher growth markets that meet strict criteria.

Pay Dividends

With planned improvements in returns, a decrease in capital spending and acquisitions, and the completion of the divestitures, we expect (and have recently had) more available cash to return to shareholders. Higher annual dividends are one means by which that can occur. We declared a first quarter dividend of \$.26 per share (paid on April 15). Our targeted dividend payout is approximately 50-60% of net earnings, but has been higher recently and will likely remain above targeted levels in the near term. Maintaining and increasing the dividend remains a high priority. We expect to spend approximately \$155 million on dividends in 2010 (slightly less than in 2009 because of share repurchases). Cash from operations has been, and is expected to continue to be, sufficient to fund both capital expenditures and dividends.

Repurchase Stock

Share repurchases are the other means by which we return cash to shareholders. During the first quarter of 2010, we repurchased 2.0 million shares of our stock, and issued 1.0 million shares through employee benefit plans. As a result, shares outstanding decreased by 1.0 million shares to 147.8 million.

We expect to repurchase approximately 3 to 6 million shares in 2010, (subject to the amount of cash flow generated from operations, stock price fluctuations, and other potential uses of cash) and issue approximately 3 million shares via employee benefit plans. Although no specific repurchase schedule has been established, we have been authorized by the Board to repurchase up to 10 million shares in 2010.

Cash from Operations

Cash from operations is our primary source of funds. Earnings and changes in working capital levels are the two broad factors that generally have the greatest impact on our cash from operations.

Cash from operations for the three months ended March 31, 2010 was \$51.1 million. This is \$63.7 million lower than the first three months of 2009, primarily a result of increased working capital levels. Although working capital dollars increased, working capital as a percent of sales remained relatively constant. For the full year 2010, we expect cash from operations to exceed \$300 million.

The following table presents key working capital measures at the end of the first quarter of the past two years.

	# Days Outstanding		Increase (Decrease)
	March 31, 2010 (3 Months)	March 31, 2009 (3 months)	
Accounts Receivable, net (1)	58	62	(4)
Inventory, net (2)	61	69	(8)
Accounts Payable (3)	33	24	9

(1) *The accounts receivable ratio represents the days of sales outstanding calculated as: ending net accounts receivable ÷ (1st quarter net sales ÷ number of days in the quarter).*

(2) *The inventory ratio represents days of inventory on hand calculated as: ending net inventory ÷ (1st quarter cost of goods sold ÷ number of days in the quarter).*

(3) *The accounts payable ratio represents the days of payables outstanding calculated as: ending accounts payable ÷ (1st quarter cost of goods sold ÷ number of days in the quarter).*

- **Accounts receivable** — The dollar amount of accounts receivable increased from both the first quarter of 2009 and year-end 2009 levels, primarily due to improved sales. As part of our quarterly accounts receivable review process, we evaluate individual customers' payment histories, financial health, industry prospects, and current macroeconomic events such as availability of credit in determining if outstanding amounts are collectible. In the first quarter of 2010, we incurred \$1.4 million of bad debt expense as compared to \$15.7 million in the first quarter of 2009. The large amount of expense in the first quarter of 2009 is primarily due to a single customer bankruptcy.
- **Days Sales Outstanding** — Our DSO has improved as the economy begins to stabilize, and we continue to focus on collection efforts to ensure customer accounts are paid on time. Comparable 2009 quarterly DSO levels were high, as customers slowed payments during the economic downturn. We do not believe the decrease in DSO is indicative of a significant change in credit risk or is likely to materially increase our liquidity position. Rather, we believe the decrease in DSO is within a reasonable range of change caused by differences in the timing of sales and cash receipts.
- **Inventory** — The dollar value of our inventories decreased in the first quarter of 2010 compared to the same period in 2009 primarily due to price deflation. The dollar value of inventory has increased from year-end as branches are building inventory to meet improved demand. During the first quarter of 2010, we expensed \$3.0 million for obsolete and slow moving inventories as compared to \$2.3 million in the first quarter of 2009. We do not expect any significant changes in customer or industry trends that would materially increase the exposure to inventory obsolescence.
- **Days Inventory on Hand** — The number of days of inventory on hand (DIO) has decreased versus the prior year. Our inventory levels at the end of the first quarter 2010 (in dollars) were lower as a percent of sales and cost of goods sold as compared to the first quarter of 2009. First quarter 2009 inventory reflected higher priced steel while sales remained at a low level as a result of the financial crisis that began in the third quarter of 2008.
- **Accounts Payable** — The dollar value of accounts payable increased in the first quarter of 2010 compared to both year-end and the first quarter of 2009 as we begin to build inventory levels as discussed above and our continued efforts to optimize payment terms with our vendors.

- Days Payable Outstanding — We have seen an increase in the number of days of payables outstanding (DPO) as we continue to work with vendors to extend our standard payment terms.

Capitalization

The following table presents Leggett's key debt and capitalization statistics at March 31, 2010 and December 31, 2009.

(Dollar amounts in millions)	March 31,	December 31,
	2010	2009
Long-term debt outstanding:		
Scheduled maturities	\$ 762	\$ 764
Average interest rates*	4.6%	4.6%
Average maturities in years*	5.4	5.6
Revolving credit/commercial paper	60	25
Total long-term debt	822	789
Deferred income taxes and other liabilities	162	161
Shareholders' equity and noncontrolling interest	1,540	1,576
Total capitalization	2,524	\$ 2,526
Unused committed credit:		
Long-term	\$ 446	\$ 491
Short-term	0	0
Total unused committed credit	\$ 446	\$ 491
Current maturities of long-term debt	\$ 10	\$ 10
Cash and cash equivalents	\$ 247	\$ 260
Ratio of earnings to fixed charges**	5.9x	4.6 x

* These calculations include current maturities, but exclude commercial paper to reflect the averages of outstanding debt with scheduled maturities.

** Fixed charges include interest expense, capitalized interest, plus implied interest included in operating leases. Earnings consist principally of income from continuing operations before income taxes, plus fixed charges less capitalized interest.

The next table shows the percent of long-term debt to total capitalization at March 31, 2010 and December 31, 2009, calculated in two ways:

- Long-term debt to total capitalization as reported in the previous table.
- Long-term debt to total capitalization each reduced by total cash and increased by current maturities of long-term debt.

We believe that adjusting this measure for cash and current maturities allows a more meaningful comparison to periods during which cash fluctuates significantly. We use these adjusted measures to monitor our financial leverage.

(Amounts in millions)	March 31,	December 31,
	2010	2009
Debt to total capitalization:		
Long-term debt	\$ 822	\$ 789
Current debt maturities	10	10
Cash and cash equivalents	(247)	(260)
Net debt	\$ 585	\$ 539
Total Capitalization	\$ 2,524	\$ 2,526
Current debt maturities	10	10
Cash and cash equivalents	(247)	(260)
Net capitalization	\$ 2,287	\$ 2,276
Long-term debt to total capitalization	32.6%	31.2%
Net debt to net capitalization	25.6%	23.7%

Total debt (which includes long-term debt and current debt maturities) increased \$33 million from year-end 2009 levels. During the three-month period, we increased our commercial paper borrowings by \$35 million and paid off \$2 million of other long-term debt that came due.

We can raise cash by issuing up to \$600 million in commercial paper through a program that is backed by a \$600 million revolving credit agreement (of which \$446 million was available as of March 31, 2010, as discussed below) with a syndicate of 14 lenders that terminates in 2012. At March 31, 2010, \$60 million of commercial paper was outstanding under this program and is classified as long-term debt. We also maintain an active shelf registration. With anticipated operating cash flows, the commercial paper program and the active shelf registration, we believe we have sufficient funds available to support our ongoing operations, pay dividends, repurchase stock, and fund future growth.

Our commercial paper program continued to operate efficiently during the disruption of the global credit markets in late 2008; those markets stabilized during 2009. Changes in the credit markets and other events of the past year did not materially impact our weighted average effective borrowing rate for commercial paper. If a disruption in the credit market was to become so severe that we were unable to issue commercial paper, we have the contractual right to draw funds directly on our revolving credit agreement. In such event, the cost of borrowing under the revolving credit agreement could be higher than the cost of commercial paper borrowing.

The revolving credit agreement provides for the ability to issue letters of credit up to an aggregate \$250 million. Any utilization of these commitments for letters of credit reduces our commercial paper/loan capacity by a corresponding amount. At March 31, 2010, we had issued \$94 million of letters of credit under these commitments. Accordingly, at quarter end, an additional \$446 million was available to us under our commercial paper program (\$600 million in total program - \$60 million of outstanding commercial paper - \$94 million of issued letters of credit).

NEW ACCOUNTING STANDARDS

We adopted new accounting guidance in the first quarter 2010 as discussed in Note 2 to the Consolidated Condensed Financial Statements on page 5. The Financial Accounting Standards Board has issued other accounting guidance effective for future periods (that we have not yet adopted), but we do not believe any of the other new guidance will have a material impact on our future financial statements.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate

Substantially all of our debt is denominated in United States dollars. The fair value for fixed rate debt was less than its \$730.0 million carrying value by \$37.1 million at March 31, 2010, and less than its \$730.0 million carrying value by \$71.1 million at December 31, 2009. The increase in the fair market value of our debt is primarily due to the decrease in credit spreads over risk-free rates as compared to year-end. The fair value of fixed rate debt at March 31, 2010 and December 31, 2009 was based upon a Bloomberg secondary market rate. The fair value of variable rate debt is not significantly different from its recorded amount.

Investment in Foreign Subsidiaries

We view our investment in foreign subsidiaries as a long-term commitment, and do not hedge translation exposures. The investment in a foreign subsidiary may take the form of either permanent capital or notes. Our net investment (i.e., total assets less total liabilities subject to translation exposure) in foreign subsidiaries was \$795.1 million at March 31, 2010, compared to \$820.6 million at December 31, 2009.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q and our other public disclosures, whether written or oral, may contain "forward-looking" statements including, but not limited to: projections of revenue, income, earnings, capital expenditures, dividends, capital structure, cash flows or other financial items; possible plans, goals, objectives, prospects, strategies or trends concerning future operations; statements concerning future economic performance; and the underlying assumptions relating to the forward-looking statements. These statements are identified either by the context in which they appear or by use of words such as "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "project," "should" or the like. All such forward-looking statements, whether written or oral, and whether made by us or on our behalf, are expressly qualified by the cautionary statements described in this provision.

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.

Readers should review Item 1A Risk Factors in this Form 10-Q for a description of important factors that could cause actual events or results to differ materially from forward-looking statements. 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 materially from forward-looking statements. However, some of these risks and uncertainties include the following:

- factors that could affect the industries or markets in which we participate, such as growth rates and opportunities in those industries;
- adverse changes in inflation, currency, political risk, U.S. or foreign laws or regulations, interest rates, housing turnover, employment levels, consumer sentiment, trends in capital spending and the like;
- factors that could impact raw materials and other costs, including the availability and pricing of steel rod and scrap and other raw materials, the availability of labor, wage rates and energy costs;
- our ability to pass along raw material cost increases through increased selling prices;
- price and product competition from foreign (particularly Asian) and domestic competitors;
- our ability to improve operations and realize cost savings (including our ability to fix under-performing operations);
- our ability to maintain profit margins if our customers change the quantity and mix of our components in their finished goods;
- our ability to collect receivables from our customers;
- our ability to achieve expected levels of cash flow from operations;
- a decline in the long-term outlook for any of our reporting units that could result in asset impairment; and
- litigation including product liability and warranty, product advertising, taxation, environmental, intellectual property and workers' compensation expense.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See the "Quantitative and Qualitative Disclosures About Market Risk" 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 March 31, 2010 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 Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded the Company's disclosure controls and procedures are effective, as of March 31, 2010, to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act, is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There was no change in the Company's internal control over financial reporting that occurred during the quarter ending March 31, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information in Note 9 on page 11 of the Notes to Consolidated Condensed Financial Statements is incorporated into this section by reference.

ITEM 1A. RISK FACTORS

Our 2009 Annual Report on Form 10-K filed February 25, 2010 includes a detailed discussion of our risk factors in Item 1A "Risk Factors." The information presented below updates and should be read in conjunction with the risk factors and information disclosed in that Form 10-K.

Investing in our securities involves risk. Set forth below and elsewhere in this report are risk factors that could cause actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. We may amend or supplement these risk factors from time to time by other reports we file with the SEC.

Costs of raw materials could adversely affect our operating results.

Raw material cost increases (and our ability to respond to cost increases through selling price increases) can significantly impact our earnings. We typically have short-term commitments from our suppliers; therefore, our raw material costs move with the market. When we experience significant increases in raw material costs, we attempt to implement price increases to recover the higher costs. Inability to recover cost increases (or a delay in the recovery time) can negatively impact our earnings. Also, raw material cost decreases generally allow us to pass through reduced selling prices to our customers. Reduced selling prices tied to higher cost inventory reduces our segment margins and earnings.

Steel is our most significant raw material. The global steel markets are cyclical in nature and have been extremely volatile in recent years. This volatility can result in large swings in pricing and margins from year to year. Our operations can also be impacted by changes in the cost of foam scrap. We experienced significant fluctuations in the cost of this commodity in recent years.

As a producer of steel rod, we are also impacted by volatility in metal margins (the difference in the cost of steel scrap and the market price for steel rod). Steel costs increased during the first quarter of 2010. These increases included further escalation in scrap costs which compressed metal margins at our steel rod mill. If the metal margins are further compressed, this could negatively impact our results of operations.

Higher raw material costs in recent years led some of our customers to modify their product designs, changing the quantity and mix of our components in their finished goods. In some cases, higher cost components were replaced with lower cost components. This has primarily impacted our Residential Furnishings and Industrial Materials product mix and decreased profit margins. This trend could further negatively impact our results of operations.

Our goodwill and other long-lived assets are subject to potential impairment.

A significant portion of our assets consists of goodwill and other long-lived assets, the carrying value of which may be reduced if we determine that those assets are impaired. At March 31, 2010, goodwill and other intangible assets represented approximately \$1.1 billion, or approximately 35% of our total assets. In addition, net property, plant and equipment, sundry assets and non-current assets held for sale totaled approximately \$724 million, or approximately 23% of total assets.

We review our ten reporting units for potential goodwill impairment in June as part of our annual goodwill impairment testing, and more often if an event or circumstance occurs making it likely that impairment exists. In addition, we test for the recoverability of long-lived assets at year-end, and more often if an event or circumstance indicates the carrying value may not be recoverable. We conduct impairment testing based on our current business strategy in light of present industry and economic conditions, as well as future expectations. The annual goodwill impairment review performed in June 2009 indicated no goodwill impairments. At March 31, 2010, goodwill associated with reporting units whose fair values exceeded the carrying value by 10-20% was \$370.8 million; \$113.2 million of goodwill was associated with reporting units that had 20-30% excess fair value; and \$438.1 million of goodwill was associated with reporting units that had fair values in excess of the carrying values by greater than 30%.

For the quarter ended March 31, 2010, other long-lived asset impairments were \$2.3 million, of which \$1.4 million were in continuing operations and \$.9 were in discontinued operations, for fixed assets to reflect estimates of fair value less costs to sell.

If actual results differ from the assumptions and estimates used in the goodwill and long-lived asset calculations, we could incur future (unanticipated) impairment charges, which could negatively impact our results of operations.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

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 first quarter of 2010.

Period	Total	Average	Total	Maximum
	Number of Shares Purchased	Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Number of Shares that may yet be Purchased Under the Plans or Programs
	(1)	Share	(2)	(2)
January 2010	206,099	\$ 18.57	206,099	9,793,901
February 2010	977,742	\$ 18.86	977,742	8,816,159
March 2010	566,260	\$ 21.32	559,518	8,256,641
Total	1,750,101	\$ 19.62	1,743,359	

- (1) This number includes 6,742 shares which were not repurchased as part of a publicly announced plan or program, all of which were outstanding shares surrendered to exercise stock options. It does not include shares withheld for taxes in net option exercises and net stock unit conversions during the quarter.
- (2) On August 4, 2004, the Board authorized management to repurchase up to 10 million shares each calendar year beginning January 1, 2005. This standing authorization was first reported in the quarterly report on Form 10-Q for the period ended June 30, 2004, filed August 5, 2004, and shall remain in force until repealed by the Board of Directors.

Sale of Unregistered Shares of Common Stock

In the first quarter of 2010 the Company issued 7,000 shares of common stock (at fair market value) to David S. Haffner, President and Chief Executive Officer as set out below.

Name	Date of Issuance	Number of Shares	Price per Share	Administrative Fee	Total Purchase Price
David S. Haffner	1/29/10	7,000	\$ 18.26	\$ 140	\$ 127,960

The shares were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, in that the transactions did not involve a public offering.

ITEM 6. EXHIBITS

Exhibit 10.1 – Form of Non-Qualified Stock Option Award pursuant to the Company's Flexible Stock Plan, filed February 25, 2010 as Exhibit 10.9.2 to the Company's Form 10-K for the year ended December 31, 2009, is incorporated by reference. (SEC File No. 001-07845).

Exhibit 10.2 – 2010 Award Formula under the Company's 2009 Key Officers Incentive Plan, filed April 1, 2010 as Exhibit 10.2 to the Company's Form 8-K/A, is incorporated by reference. (SEC File No. 001-07845).

Exhibit 10.3 – Summary Sheet for Executive Cash Compensation, filed April 1, 2010 as Exhibit 10.3 to the Company's Form 8-K/A, is incorporated by reference. (SEC File No. 001-07845).

Exhibit 10.4* – The Company's 2005 Executive Stock Unit Program, as amended, effective December 31, 2009.

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

Exhibit 31.1* – Certification of David S. Haffner, pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 5, 2010.

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 May 5, 2010.

Exhibit 32.1* – Certification of David S. Haffner, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 5, 2010.

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 May 5, 2010.

* - Denotes filed herewith.

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.

DATE: May 5, 2010

LEGGETT & PLATT, INCORPORATED

By: _____ /s/ DAVID S. HAFFNER

David S. Haffner

President and Chief Executive Officer

DATE: May 5, 2010

By: _____ /s/ MATTHEW C. FLANIGAN

Matthew C. Flanigan

Senior Vice President – Chief Financial Officer

EXHIBIT INDEX

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LEGGETT & PLATT, INCORPORATED
2005 EXECUTIVE STOCK UNIT PROGRAM
As amended, effective December 31, 2009

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LEGETT & PLATT, INCORPORATED
2005 EXECUTIVE STOCK UNIT PROGRAM
As amended, effective December 31, 2009

1. **NAME AND PURPOSE**

1.1 *Name*. The name of this Program is the "Leggett & Platt, Incorporated 2005 Executive Stock Unit Program."

1.2 *Purpose*. This Program is intended to attract, motivate, retain and reward Key Employees by giving them the opportunity to share in the appreciation in value of the Company's Common Stock. The Program is an unfunded deferred compensation plan for a select group of management and/or highly compensated employees as described in ERISA. The Program is established pursuant to the Leggett & Platt, Incorporated Flexible Stock Plan.

2. **DEFINITIONS**

2.1 *Account*. A separate book account established by the Company to track Stock Units for each Participant.

2.2 *Additional Matching Contribution*. The Company's additional contribution of amounts to a Participant's Account made pursuant to Section 4.6.

2.3 *Beneficiary*. The person or persons designated as the recipient of a deceased Participant's benefits under the Program.

2.4 *Board*. The Board of Directors of the Company.

2.5 *Calendar Year*. Any calendar year beginning on or after January 1, 2005.

2.6 *Change in Control*. "Change in Control" shall be defined as any event qualifying for a distribution of deferred compensation under Section 409A(a)(2)(A)(v) of the Internal Revenue Code.

2.7 *Committee*. The Compensation Committee of the Board or, except as to Section 16 Officers, the Management Committee or any person to whom the administrative authority has been delegated by the Committee.

2.8 *Common Stock*. The Company's \$.01 par value common stock.

2.9 *Company*. Leggett & Platt, Incorporated.

2.10 *Compensation*. Salary, bonuses, and all other forms of cash compensation, to the extent designated by the Committee, earned and vested in any Calendar Year. In the case of a sales representative whose regular paycheck includes funds for travel and expenses, Compensation means 75% of the total. Compensation will also include remuneration which would have been received in cash but for the Participant's election to defer such remuneration or to receive a stock option in lieu of such remuneration in accordance with any deferred compensation program of the Company. Any amounts considered as Compensation by virtue of

the preceding sentence will be counted as Compensation only once, even if the benefits derived from such compensation are includible in the Participant's taxable income in a subsequent year. Compensation will not include any bonus earned and vested in a Calendar Year, but to be paid in a subsequent Calendar Year, if the Participant is not eligible to participate in this Program during such subsequent Calendar Year.

2.11 Contributions. The amounts contributed to a Participant's Account, which include Participant Contributions, Matching Contributions, Additional Matching Contributions and Dividend Contributions.

2.12 Disability. A Participant is considered disabled if the Participant (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under an accident and health plan covering employees of the Participant's employer.

2.13 Dividend Contribution. The Company's contribution of dividend amounts to a Participant's Account made pursuant to Section 4.7.

2.14 Election. A Participant's election to contribute Compensation, which sets forth the percentage of Compensation to be contributed, the method of distribution of stock units and such other items as the Committee may require.

2.15 Employer. The Company or any directly or indirectly majority-owned subsidiary, partnership or limited liability company of the Company.

2.16 ERISA. The Employee Retirement Income Security Act of 1974, as amended.

2.17 Fair Market Value. The closing price of Common Stock on a given date as reported on the New York Stock Exchange composite tape or, in the absence of sales on a given date, the closing price (as so reported) on the New York Stock Exchange on the last day on which a sale occurred prior to such date.

2.18 FICA-HI. The Hospital Insurance tax under the Federal Income Contributions Act, as amended.

2.19 Key Employee. A management and/or highly compensated employee of the Employer.

2.20 Management Committee. A committee selected by the Board that is authorized to act on behalf of the Committee under the Program, except with respect to Section 16 Officers.

2.21 Matching Contribution. The Company's contribution of amounts to a Participant's Account equal to 50% of a Participant's Contribution made pursuant to Section 4.5.

2.22 Participant. A Key Employee selected to participate in the Program who has delivered a signed Election to the Company.

2.23 Participant's Contribution. The Participant's contribution of Compensation which is used to acquire Stock Units pursuant to Section 4.4.

2.24 Section 16 Officers. All officers of the Company subject to the requirements of Section 16 of the Securities Exchange Act of 1934.

2.25 Section 409A. Section 409A of the Internal Revenue Code, including all regulations and other guidance of general applicability issued thereunder.

2.26 Separation from Service. "Separation from Service" shall mean a termination of employment or other event as defined under Section 409A. Generally, a Separation of Service is deemed to have occurred when a Participant's services have been reduced to a rate that is expected to be 20% or less of the average rate of services performed by the Participant in the 36 months preceding the reduction.

2.27 Specified Employee. Any Participant meeting the definition of "specified employee" under Section 409A(a)(2)(B)(i).

2.28 Stock Unit. A unit of account deemed to equal a single share (or fractional share) of Common Stock.

2.29 Unforeseeable Emergency. A severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant's spouse, or a dependent of the Participant, loss of the Participant's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

2.30 Year of Service. Any calendar year in which the Participant completes 1,000 hours of service. An hour of service means any hour for which the Employer pays the Participant, including hours paid for vacation, illness or disability. If the Participant was employed by a company or division acquired by the Company, the Participant's service will include hours of service with the acquired company for purposes of eligibility. However, for purposes of determining Years of Vesting Service under Section 5.4, the Participant's service will begin on the acquisition date.

2.31 Year of Vesting Service. Any Year of Service except any year when the Participant is or was eligible to make contributions to this Program or the Stock Bonus Plan but declined to make such contributions.

3. **ELIGIBILITY AND PARTICIPATION**

3.1 Selection of Participants. The Committee will select the Key Employees eligible to become Participants. Unless waived by the Committee, a Key Employee must have at least one Year of Service to be eligible to participate in the Program.

3.2 Continued Eligibility. The Committee may revoke a Participant's right to participate if he no longer meets the Program's eligibility requirements or for any other reason.

If a Participant's employment is terminated for any reason, his right to participate in the Program will cease. Except as provided in Section 5.4, such termination will not affect Stock Units already credited to his Account.

4. **CONTRIBUTIONS AND ACQUISITION OF STOCK UNITS**

4.1 *Acquisition of Stock Units.* An Account will be established to track Stock Units for each Participant. All Contributions to a Participant's Account will be used to acquire Stock Units at a price equal to 85% of the Fair Market Value of a share of Common Stock on the date such Contributions are made.

4.2 *Participant's Election.* A Participant's Election (including contribution percentage and form of distribution) will be made in a form approved by the Committee. The Election must be made on or before December 31 for Compensation to be earned and vested in the following Calendar Year, except that newly eligible Participants may, within 30 days of first becoming eligible for participation, make an Election for Compensation earned subsequent to the date of Election.

On or before December 31 of each year following the Participant's initial Election, the Participant may change his contribution percentage for the next Calendar Year or may terminate his Election for the next Calendar Year. If no change or termination is received by December 31, the Participant's Election will irrevocably carry forward for the next Calendar Year. The Participant may not change the form of distribution selected in the initial Election, except as provided in Section 5.7.

The Committee may provide for Elections at any other times with respect to all or any part of Compensation or Contributions to the extent that such Elections are consistent with the requirements of Section 409A.

4.3 *Treatment of Performance Compensation for Certain Newly Eligible Participants.* A Participant may become newly eligible for the Program due to a Compensation increase, whereas he was previously eligible for a qualified Company benefit (e.g. the Stock Bonus Plan). A Participant may not defer performance compensation (e.g. an annual bonus) payable in his first year of eligibility if it was earned and vested prior to his becoming eligible to participate in the Program. In such a case, the Company will make the Matching Contribution and any Additional Matching Contribution as though the Participant's Contribution had been made with respect to performance compensation received in the first year of eligibility.

4.4 *Participant's Contribution.* Each Participant may elect to contribute to the Program a percentage of his Compensation above a certain threshold. For 2010, the threshold is a base salary of \$26,728 which amount may be increased for years after 2010. The Committee will determine the maximum Participant Contribution percentage. Participant's Contributions will be made on a bi-weekly basis or as Compensation otherwise would have been paid, unless the Committee determines otherwise.

4.5 *Matching Contributions.* The Company will make a Matching Contribution equal to 50% of the Participant's Contribution. Matching Contributions will be made at the same time as the Participant's Contributions.

4.6 Additional Matching Contributions. The Company will make an Additional Matching Contribution equal to a percentage of the Participant's Contribution for the applicable Calendar Year if the Company's return on capital employed ("*ROCE*") for the Calendar Year meets the threshold level established for corporate payouts under the Key Officers Incentive Plan (the "*Incentive Plan*"). *ROCE* will be calculated in the same manner as it is calculated under the Incentive Plan for a given year. The Additional Matching Contribution will begin at 25% of the Participant's Contribution for the applicable Calendar Year for *ROCE* achievement at the threshold level (19% for 2010) and increase ratably to a maximum 50% of the Participant's Contribution for *ROCE* achievement at the target level (23% for 2010). Such Contribution will be credited to the Account of each Participant who was employed as of the last business day of the Calendar Year, plus each Participant whose employment terminated prior to such date (a) due to Disability or death, or (b) after the Participant has attained 55 years of age and has at least 5 Years of Vesting Service. Additional Matching Contributions, if any, will be credited to the Participant's Account by March 15th following the applicable Calendar Year.

4.7 Dividend Contributions. On the date a cash dividend is paid on Common Stock, the Company will make a Dividend Contribution equal to the per share cash dividend on the number of Stock Units credited to the Participant's Account on the dividend record date.

4.8 Change in Capitalization. In the event of a stock dividend, stock split, merger, consolidation or other recapitalization of the Company affecting the number of outstanding shares of Common Stock, the number of Stock Units credited to a Participant's Account will be appropriately adjusted.

4.9 Impact of Deferred Compensation Program. Some Participants defer 100% of their Compensation under the Company's Deferred Compensation Program. Since the Compensation remaining after such a deferral is not sufficient to allow the Participant to make the full Participant's Contribution, the Company will make the Matching Contribution and any Additional Matching Contribution as though the full Participant's Contribution had been made.

5. **DISTRIBUTION**

5.1 Distribution. Except in the case of Specified Employees, distribution of a Participant's Account will be made within 90 days after Separation from Service, Disability or death. Distribution of a Specified Employee's Account will be made six months after Separation from Service (other than by Disability or death) in order to conform to Section 409A. Prior to distribution, the Stock Units will be converted to whole shares of Common Stock, with any fractional share rounded to the nearest whole share.

Distribution of a Participant's Account will be based on the number of Stock Units credited to his Account upon Separation of Service. If Stock Units are credited to the Participant's Account after a distribution has been made (*e.g.*, as a result of Dividend Contributions or Additional Matching Contributions), a subsequent distribution of those Stock Units will be made within 60 days of the date the Stock Units are credited to the Participant's Account.

Although the Company intends to settle Participants' Accounts in stock, notwithstanding any other provision of the Program, the Company reserves the right to pay Stock Units in cash in lieu of shares of Common Stock. If settled in cash, the amount of the distribution will be equal to the Fair Market Value (as defined in the Company's Flexible Stock Plan) of the number of shares of Common Stock that would otherwise be issued. Fair Market Value shall be determined at the date the shares would otherwise have been issued.

5.2 Form of Distribution. Participants may elect to receive distributions of their accounts in (a) a lump sum amount, or (b) annual installments for up to 15 years. Annual installment distributions will be made by January 31st of each Calendar Year following the Calendar Year of the initial distribution. Each annual distribution will be equal to the balance of Stock Units in the Account divided by the number of payments remaining.

If a Participant does not elect a form of distribution in his initial Election or if a Participant's Account value does not exceed \$50,000 upon Separation from Service, the distribution will be made in a lump sum.

5.3 Withholding from Distributions. When Stock Units are converted to Common Stock for distribution, the Company will withhold from such Common Stock any amount required to pay applicable taxes (at the Company's required withholding rate). Alternatively, the Participant may pay such taxes in cash if he makes suitable arrangements with the Company before the distribution date. The Company may, at any time, require a Participant to settle the tax liability in cash.

5.4 Forfeiture of Stock Units. Notwithstanding the above, if a Participant who has less than 5 Years of Vesting Service separates from service, the Participant will forfeit any Stock Units acquired by Company Matching and Additional Matching Contributions (unless the Committee determines otherwise). However, such Stock Units will not be forfeited if the Participant separates from service due to death or Disability.

5.5 Beneficiary. If a Participant dies before he has received all distributions due under the Program, the remaining distributions will be made to his Beneficiary. Each Participant may designate a Beneficiary and change his Beneficiary from time to time. No such designation will become effective until received in writing by the Company. If a Participant has no living designated Beneficiary, then his Beneficiary will be his personal representative.

5.6 Distribution Upon Unforeseeable Emergency or Change in Control. In the event of an Unforeseeable Emergency or Change in Control, the Committee may authorize an immediate distribution to the Participant as permitted under Section 409A.

5.7 Change in Form of Distribution. A Participant may extend the payout period of an installment election or change the form of distribution, not to exceed the maximum payout period of 15 years or such other period determined by the Committee. For purposes of the foregoing, each payout date in an installment distribution election will be treated as a separate election. The election change must be made not less than 12 months prior to Separation from Service and must extend the first distribution payment by at least 5 years, consistent with the requirements of Section 409A.

6. **ADMINISTRATION**

6.1 *Administration*. Except to the extent the Committee otherwise designates pursuant to Section 6.2(f), the Committee will control and manage the operation and administration of the Program.

6.2 *Committee's Authority*. The Committee will have such authority and discretion as may be necessary to discharge its responsibilities under the Program, including the authority and discretion to: (a) interpret the provisions of the Program; (b) adopt rules of procedure consistent with the Program; (c) determine questions relating to benefits and rights under the Program; (d) maintain records concerning the Program; (e) determine the content and form of the Participant's Election and all other documents required to carry out the Program; and (f) designate any Company employee or committee, including the Management Committee, to carry out any of the Committee's duties, including authority to manage the operation and administration of the Program.

6.3 *Section 16 Officers*. Notwithstanding the foregoing, the Committee may not delegate its authority with respect to Section 16 Officers.

6.4 *Compliance with Applicable Law*. Notwithstanding anything contained in the Program or in any document issued under the Program, it is intended that the Program will at all times meet the requirements of Section 409A and any regulations or other guidance issued thereunder, and that the provisions of the Program will be interpreted to meet such requirements.

7. **CLAIMS**

7.1 *Adjudication of Claims*. The Committee and the Company's Secretary will make all determinations regarding benefits under the Program in accordance with ERISA.

If a Participant believes he is entitled to receive a distribution under the Program and he does not receive such distribution, he must make a claim in writing to the Committee. The Committee will review the claim. If the claim is denied, the Committee will provide a written notice of denial within 90 days setting out: the reasons for the denial; provisions of the Program upon which the denial is based; any additional information to perfect the claim and why such information is necessary; the steps to be taken if a review is sought, including the right to file an action under Section 502(a) of ERISA following an adverse determination; and the time limits for requesting a review and for review.

If a claim is denied and the Participant desires a review, he will notify the Secretary in writing within 60 days of the receipt of notice of denial. In requesting a review, the Participant may review the Program or any related document and submit any written statement he deems appropriate. The Secretary will then review the claim and, if the decision is adverse to the Participant, provide a written decision within 60 days setting out: the reasons for the denial; provisions of the Program upon which the denial is based; a statement that the Participant is entitled to receive, upon request and free of charge, copies of documents relied upon in making the decision; and the Participant's right to bring an action under Section 502(a) of ERISA.

8. **GENERAL PROVISIONS**

8.1 *No Contract.* Nothing contained in the Program will restrict the right of the Employer to discharge a Participant or the right of a Participant to resign from employment. The Program should not be construed as an employment contract.

8.2 *No Assignment.* No Participant or Beneficiary may transfer, assign or otherwise encumber any benefits payable by the Company under the Program. Such benefits may not be seized by any creditor of Participant or Beneficiary or transferred by operation of law in the event of bankruptcy, insolvency or death. Any attempted assignment or transfer will be void.

8.3 *Unfunded Program.* No person will have any interest in the Company's assets by virtue of the Program. No Participant or Beneficiary will have any of the rights of a shareholder with respect to Stock Units.

8.4 *No Trust Created.* The Program and any action taken pursuant to the Program should not be construed as creating a trust or other fiduciary relationship between the Company, the Participant, his Beneficiary or any other person.

8.5 *Binding Effect.* The Program will be binding upon and inure to the benefit of the Company, its successors and assigns, and each Participant, his heirs, personal representatives, and Beneficiaries.

8.6 *Amendments and Termination.* The Company will have the right to amend or terminate the Program at any time. However, no such amendment or termination will deprive any Participant of the right to distribution of Stock Units previously credited to his Account.

8.7 *Governing Law.* To the extent not preempted by ERISA, this Program will be governed by Missouri law.

8.8 *Notices.* Any notice or claim given under the Program will be in writing and signed by the party giving the same. If such notice or claim is mailed, it will be sent by United States first class mail, postage prepaid, addressed to the recipient's last known address as shown on the Company's records. The date of such mailing will be deemed the date of notice.

8.9 *Committee's Right.* To the extent permitted by Section 409A, the Committee retains the right to delay a Participant distribution if the payment of such distribution would violate securities laws, eliminate or reduce the Company's tax deduction by application of Section 162(m) of the Internal Revenue Code, violate loan covenants or other contractual terms to which the Company is a party, or otherwise result in material harm to the Company.

LEGGETT AND PLATT, INCORPORATED AND SUBSIDIARIES
 COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
 (Amounts in millions of dollars)

	Three Months		Twelve Months Ended				
	Ended		December 31,				
	3/31/10	3/31/09	2009	2008	2007	2006	2005
Earnings							
Income from continuing operations before income taxes*	\$ 69.0	\$ 10.0	\$ 198.4	\$ 192.6	\$ 147.3	\$ 339.1	\$ 305.6
Interest expense (excluding amount capitalized)	9.3	9.4	37.4	49.5	60.9	56.2	46.7
Portion of rental expense under operating leases representative of an interest factor**	4.6	5.9	16.9	21.5	24.3	24.9	14.0
Total earnings***	<u>\$ 82.9</u>	<u>\$ 25.3</u>	<u>\$ 252.7</u>	<u>\$ 263.6</u>	<u>\$ 232.5</u>	<u>\$ 420.2</u>	<u>\$ 366.3</u>
Fixed charges							
Interest expense (including amount capitalized)	\$ 9.5	\$ 9.7	\$ 38.3	\$ 50.5	\$ 61.9	\$ 57.8	\$ 48.3
Portion of rental expense under operating leases representative of an interest factor**	4.6	5.9	16.9	21.5	24.3	24.9	14.0
Total fixed charges	<u>\$ 14.1</u>	<u>\$ 15.6</u>	<u>\$ 55.2</u>	<u>\$ 72.0</u>	<u>\$ 86.2</u>	<u>\$ 82.7</u>	<u>\$ 62.3</u>
Ratio of earnings to fixed charges	<u>5.9</u>	<u>1.6</u>	<u>4.6</u>	<u>3.7</u>	<u>2.7</u>	<u>5.1</u>	<u>5.9</u>

* 2005 through 2008 amounts have been retrospectively adjusted to include noncontrolling interest.

** Estimated portion of rent expense representing interest.

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

CERTIFICATION

I, David S. Haffner, certify that:

1. I have reviewed this 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 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 the 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: May 5, 2010

/s/ David S. Haffner

David S. Haffner
President and Chief Executive Officer
Leggett & Platt, Incorporated

CERTIFICATION

I, Matthew C. Flanigan, certify that:

1. I have reviewed this 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - 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 the 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: May 5, 2010

/s/ Matthew C. Flanigan

Matthew C. Flanigan
Senior Vice President and 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 March 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David S. Haffner, 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/ David S. Haffner

David S. Haffner
President and Chief Executive Officer
May 5, 2010

**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 March 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matthew C. Flanigan, 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

Matthew C. Flanigan
Senior Vice President and Chief Financial Officer
May 5, 2010