

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

**FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**LEGETT & PLATT, INCORPORATED**

(Exact name of registrant as specified in its charter)

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

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

**No. 1 Leggett Road  
Carthage, Missouri 64836  
(417) 358-8131**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Ernest C. Jett  
Vice President, General Counsel and Secretary  
Leggett & Platt, Incorporated  
No. 1 Leggett Road  
Carthage, Missouri 64836  
(417) 358-8131**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies To:*

**Bryan Cave LLP  
One Metropolitan Square, Suite 3600  
St. Louis, Missouri 63102-2750  
Attention: R. Randall Wang, Esq.**

**Cravath, Swaine & Moore LLP  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
Attention: John W. White, Esq.**

**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this Registration Statement.**

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

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

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **333-51164**

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

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

**CALCULATION OF REGISTRATION FEE**

| Title of Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|---|----------------------------|
| Debt Securities                               | \$30,000,000(1)                           | \$3,801                    |

(1) Computed pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## **INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (No. 333-51164) filed by Leggett & Platt, Incorporated with the Securities and Exchange Commission, including each of the documents incorporated or deemed incorporated therein, and any amendments and exhibits thereto, which Registration Statement was declared effective on December 18, 2000, are incorporated by reference in this Registration Statement.

### **PART II**

#### **INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits.**

Reference is made to the attached Exhibit Index.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carthage, State of Missouri, on the 4th day of November, 2004.

LEGGETT & PLATT, INCORPORATED

By: /s/ MATTHEW C. FLANIGAN

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Matthew C. Flanigan  
Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Felix E. Wright, David S. Haffner, Matthew C. Flanigan and Ernest C. Jett, and each of them (with full power to each of them to act alone), his true and lawful attorneys-in-fact and agents, with full power of substitution, for him or his behalf and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with exhibits and any and all other documents and instruments filed with respect thereto, with the Securities and Exchange Commission (or any other governmental or regulatory authority), granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully as to all intents and purposes as he might or could do if personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement, has been signed below by the following persons in the capacities indicated on the 4th day of November, 2004.

| <b>Signature</b>  | <b>Title</b>   |
|---|--|
| <hr/> <p>/s/ FELIX E. WRIGHT</p> <hr/> <p>Felix E. Wright</p>         | <hr/> <p>Chairman of the Board and<br/>Chief Executive Officer,<br/>Director (Principal Executive Officer)</p> |
| <hr/> <p>/s/ MATTHEW C. FLANIGAN</p> <hr/> <p>Matthew C. Flanigan</p> | <hr/> <p>Chief Financial Officer<br/>(Principal Financial Officer)</p>   |

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/S/ WILLIAM S. WEIL

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William S. Weil

Vice President—Accounting  
(Principal Accounting Officer)

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/S/ RAYMOND E. BENTELE

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Raymond E. Bentele

Director

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/S/ RALPH W. CLARK

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Ralph W. Clark

Director

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/S/ HARRY M. CORNELL, JR.

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Harry M. Cornell, Jr.

Director

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/S/ ROBERT TED ENLOE, III

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Robert Ted Enloe, III

Director

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/S/ RICHARD T. FISHER

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Richard T. Fisher

Director

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/S/ KARL G. GLASSMAN

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Karl G. Glassman

Director

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/S/ DAVID S. HAFFNER

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David S. Haffner

Director

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/S/ JUDY C. ODOM

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Judy C. Odom

Director

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/S/ MAURICE E. PURNELL, JR.

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Maurice E. Purnell, Jr.

Director

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## EXHIBIT INDEX

- 5.1 Opinion of Ernest C. Jett, Vice President, General Counsel and Secretary of the Company
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Ernest C. Jett, Vice President, General Counsel and Secretary of the Company (included as part of Exhibit 5.1).
- 24.1 Power of Attorney signed by directors and officers (included on signature page).
- 25.1 Form T-1 Statement of Eligibility of Trustee under the Trust Indenture Act of 1939.

November 4, 2004

Leggett & Platt, Incorporated  
No. 1 Leggett Road  
Carthage, Missouri 64836

Ladies and Gentlemen:

As General Counsel of Leggett & Platt, Incorporated (the "Company"), I have acted on its behalf in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 pursuant to the Securities Act of 1933, as amended (the "Act"), pursuant to Rule 462(b) under the Act (the "Registration Statement"), relating to the proposed sale from time to time by the Company of \$30,000,000 aggregate principal amount of the Company's Debt Securities (the "Debt Securities") pursuant to an Indenture (the "Indenture") entered into between the Company and The Chase Manhattan Bank, as trustee, on November 24, 1999. The Registration Statement incorporates by reference the contents of the Company's Registration Statement on Form S-3 (No. 333-51164), filed with the Securities and Exchange Commission on December 1, 2000, as amended.

In this connection I have examined such documents, including resolutions of the Executive Committee of the Board of Directors of the Company adopted on November 3, 1999 and of the Board of Directors dated November 9, 2000 and November 4, 2004, and have made such other investigations and reviewed such questions of law as I have considered necessary or appropriate for the purposes of the opinion set forth below. In my examination of the foregoing, I have assumed the authenticity of all documents submitted to me as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to me as copies. I have also assumed the legal capacity for all purposes relevant hereto of all natural persons and, with respect to all parties to agreements or instruments relevant hereto other than the Company, that such parties had the requisite power and authority (corporate or otherwise) to execute, deliver and perform such agreements or instruments, that such agreements or instruments have been duly authorized by all requisite action (corporate or otherwise), executed and delivered by such parties and that such agreements or instruments are the valid, binding and enforceable obligations of such parties. As to questions of fact material to my opinions, I have relied upon certificates or statements of officers and other representatives of the Company and of public officials and authorities. I have assumed without investigation that any certificates or statements on which I have relied that were given or dated earlier than the date of this opinion letter continued to remain accurate, insofar as relevant to such opinion, from such earlier date through and including the date of this letter. Capitalized terms used and not defined herein shall have the meanings assigned to them in the Indenture incorporated by reference in the Registration Statement.

Based on the foregoing, I am of the opinion that when the specific terms of series of Debt Securities have been specified in a Supplemental Indenture or Board Resolution pursuant to the Indenture, such series of Debt Securities will have been duly authorized by all requisite

corporate action and, when executed and authenticated as specified in the Indenture and delivered against payment therefor in the manner deemed to be described in the Registration Statement, will constitute valid and binding obligations of the Company, enforceable in accordance with the terms of such series.

The opinion set forth above is subject to the following qualifications and exceptions:

- (a) The opinion is subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally.
- (b) The opinion is subject to the effect of general principles of equity, including (without limitation) concepts of materiality, reasonableness, good faith and fair dealing and other similar doctrines affecting the enforceability of agreements generally (regardless of whether considered in a proceeding at law or in equity).
- (c) In rendering the opinion, I have assumed that, at the time of the authentication and delivery of a series of Debt Securities, there will not have occurred any change in the law affecting the authorization, execution, delivery, validity or enforceability of the Debt Securities, the Registration Statement will have been declared effective and will continue to be effective, none of the particular terms of a series of Debt Securities will violate any applicable law and neither the issuance and the sale thereof nor the compliance by the Company the terms thereof will result in a violation of any agreement or instrument then binding upon the Company or any other of any court or governmental body having jurisdiction over the Company.
- (d) As of the date of this opinion, a judgment for money in an action based on a Debt Security denominated in a foreign currency or a composite currency in a federal or State court in the United States ordinarily would be enforced in the United States only in United States dollars. The date used to determine the rate of conversion into United States dollars of the foreign currency or composite currency in which a particular Debt Security is denominated will depend upon various factors, including which court renders the judgment.

My opinions expressed above are limited to the laws of the State of Missouri and the federal laws of the United States of America.

I hereby consent to the use of my name in the Registration Statement and in the related prospectus, and in any supplement to such prospectus, and to the use of this Opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

LEGETT & PLATT, INCORPORATED

/s/ Ernest C. Jett

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Ernest C. Jett  
Vice President, General Counsel and Secretary



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated January 28, 2004 relating to the financial statements and financial statement schedule of Leggett & Platt, Incorporated, which appears in Leggett & Platt, Incorporated's Annual Report on Form 10-K for the year ended December 31, 2003.

/s/ PricewaterhouseCoopers LLP

St. Louis, Missouri  
November 4, 2004

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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**FORM T-1**

STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF  
A CORPORATION DESIGNATED TO ACT AS TRUSTEE

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CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF  
A TRUSTEE PURSUANT TO SECTION 305(b)(2)

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**JPMORGAN CHASE BANK**

(Exact name of trustee as specified in its charter)

**New York**

(State of incorporation  
if not a national bank)

**13-4994650**

(I.R.S. employer  
identification No.)

**270 Park Avenue**

**New York, New York**

(Address of principal executive offices)

**10017**

(Zip Code)

Thomas F. Godfrey  
Vice President and Assistant General Counsel  
JPMorgan Chase Bank  
1 Chase Manhattan Plaza, 25<sup>th</sup> Floor  
New York, NY 10081  
Tel: (212) 552-2192

(Name, address and telephone number of agent for service)

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**Leggett & Platt, Incorporated**

(Exact name of obligor as specified in its charter)

**Missouri**

(State or other jurisdiction of  
incorporation or organization)

**44-0324630**

(I.R.S. employer  
identification No.)

**No. 1 Leggett Road**

**Carthage, Missouri**

(Address of principal executive offices)

**64836**

(Zip Code)

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**Debt Securities**

(Title of the indenture securities)

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**GENERAL**

Item 1. General Information.

Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

New York State Banking Department, State House, Albany, New York 12110.

Board of Governors of the Federal Reserve System, Washington, D.C., 20551

Federal Reserve Bank of New York, District No. 2, 33 Liberty Street, New York, N.Y.

Federal Deposit Insurance Corporation, Washington, D.C., 20429.

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with the Obligor and Guarantors.

If the obligor or any Guarantor is an affiliate of the trustee, describe each such affiliation.

None.

Item 16. List of Exhibits

List below all exhibits filed as a part of this Statement of Eligibility.

1. A copy of the Restated Organization Certificate of the Trustee dated March 25, 1997 and the Certificate of Amendment dated October 22, 2001 (see Exhibit 1 to Form T-1 filed in connection with Registration Statement No. 333-76894, which is incorporated by reference.)
2. A copy of the Certificate of Authority of the Trustee to Commence Business (see Exhibit 2 to Form T-1 filed in connection with Registration Statement No. 33-50010, which is incorporated by reference). On November 11, 2001, in connection with the merger of The Chase Manhattan Bank and Morgan Guaranty Trust Company of New York, the surviving corporation was renamed JPMorgan Chase Bank.
3. None, authorization to exercise corporate trust powers being contained in the documents identified above as Exhibits 1 and 2.
4. A copy of the existing By-Laws of the Trustee (see Exhibit 4 to Form T-1 filed in connection with Registration Statement No. 333-76894, which is incorporated by reference.)
5. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Act (see Exhibit 6 to Form T-1 filed in connection with Registration Statement No. 33-50010, which is incorporated by reference). On November 11, 2001, in connection with the merger of The Chase Manhattan Bank and Morgan Guaranty Trust Company of New York, the surviving corporation was renamed JPMorgan Chase Bank.
7. A copy of the latest report of condition of the Trustee, published pursuant to law or the requirements of its supervising or examining authority.
8. Not applicable.
9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 the Trustee, JPMorgan Chase Bank, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York and State of New York, on the 4th day of November, 2004.

JPMORGAN CHASE BANK

By: /s/ Nicholas Sberlati  
Trust Officer

## Bank Call Notice

RESERVE DISTRICT NO. 2  
CONSOLIDATED REPORT OF CONDITION OF

JPMorgan Chase Bank  
of 270 Park Avenue, New York, New York 10017  
and Foreign and Domestic Subsidiaries,  
a member of the Federal Reserve System,

at the close of business March 31, 2004, in  
accordance with a call made by the Federal Reserve Bank of this  
District pursuant to the provisions of the Federal Reserve Act.

| <b>ASSETS</b>  | <b>Dollar<br/>Amounts in<br/>Millions</b> |
|--|---|
| Cash and balances due from depository institutions:                    |   |
| Noninterest-bearing balances and<br>currency and coin                  | \$ 19,589                                 |
| Interest-bearing balances  | 35,104                                    |
| Securities:  |   |
| Held to maturity securities  | 156                                       |
| Available for sale securities  | 64,028                                    |
| Federal funds sold and securities purchased under agreements to resell |   |
| Federal funds sold in domestic offices                                 | 30,180                                    |
| Securities purchased under agreements to resell                        | 74,963                                    |
| Loans and lease financing receivables:                                 |   |
| Loans and leases held for sale   | 19,061                                    |
| Loans and leases, net of unearned income                               | \$ 163,825                                |
| Less: Allowance for loan and lease losses                              | 2,771                                     |
| Loans and leases, net of unearned income and allowance                 | 161,054                                   |
| Trading Assets   | 191,989                                   |
| Premises and fixed assets (including capitalized leases)               | 5,959                                     |
| Other real estate owned  | 118                                       |
| Investments in unconsolidated subsidiaries and associated companies    | 837                                       |
| Customers' liability to this bank on acceptances outstanding           | 203                                       |
| Intangible assets  |   |
| Goodwill   | 2,539                                     |
| Other Intangible assets  | 4,521                                     |
| Other assets   | 38,391                                    |
| <b>TOTAL ASSETS</b>  | <b>\$ 648,692</b>                         |

LIABILITIES

|  |           |                |
|--|-----------|----------------|
| Deposits   |           |                |
| In domestic offices  |           | \$ 210,211     |
| Noninterest-bearing  | \$ 80,262 |                |
| Interest-bearing   | 129,949   |                |
| In foreign offices, Edge and Agreement subsidiaries and IBF's                                  |           | 120,623        |
| Noninterest-bearing  | \$ 7,920  |                |
| Interest-bearing   | 112,703   |                |
| Federal funds purchased and securities sold under agreements to repurchase:                    |           |                |
| Federal funds purchased in domestic offices  |           | 6,480          |
| Securities sold under agreements to repurchase   |           | 102,641        |
| Trading liabilities  |           | 114,412        |
| Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) |           | 20,692         |
| Bank's liability on acceptances executed and outstanding                                       |           | 203            |
| Subordinated notes and debentures  |           | 8,039          |
| Other liabilities  |           | 26,877         |
| <b>TOTAL LIABILITIES</b>   |           | <b>610,178</b> |
| Minority Interest in consolidated subsidiaries   |           | 346            |

EQUITY CAPITAL

|  |  |               |
|--|--|---------------|
| Perpetual preferred stock and related surplus            |  | 0             |
| Common stock   |  | 1,785         |
| Surplus (exclude all surplus related to preferred stock) |  | 16,318        |
| Retained earnings  |  | 20,049        |
| Accumulated other comprehensive income                   |  | 16            |
| Other equity capital components                          |  | 0             |
| <b>TOTAL EQUITY CAPITAL</b>                              |  | <b>38,168</b> |

|   |                  |
|---|------------------|
| <b>TOTAL LIABILITIES, MINORITY INTEREST, AND EQUITY CAPITAL</b> | <b>\$648,692</b> |
|---|------------------|

I, Joseph L. Sclafani, E.V.P. & Controller of the above-named bank, do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

JOSEPH L. SCLAFANI

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

|                          |            |
|--------------------------|------------|
| WILLIAM B. HARRISON, JR. | )          |
| ELLEN V. FUTTER          | )DIRECTORS |
| FRANK A. BENNACK, JR.    | )          |