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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) March 28, 2012

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

Missouri	001-07845	44-0324630
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

No. 1 Leggett Road, Carthage, MO	64836
(Address of principal executive offices)	(Zip Code)

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

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Adoption of 2012 Award Formula for the Company's 2009 Key Officers Incentive Plan. On March 28, 2012, the Compensation Committee of the Company's Board of Directors (the "Committee") adopted the 2012 Award Formula (the "2012 Award Formula") for the Company's 2009 Key Officers Incentive Plan (the "Plan"). The Plan was filed March 26, 2009 as Appendix B to the Company's Proxy Statement. The 2012 Award Formula is applicable to the Company's eleven executive officers, including the named executive officers listed below. Under the 2012 Award Formula, an executive officer will be eligible to receive a cash award calculated by multiplying his annual salary at the end of the year by a percentage set by the Committee ("Target Percentage"), then applying the award formula. Corporate Participants and Profit Center Participants have separate award calculations based on factors defined in the 2012 Award Formula as follows:

Participant Type	Performance Objectives	Relative Weight
Corporate Participants	Return on Capital Employed (ROCE)	60%
	Cash Flow	20%
	Individual Performance Goals*	20%
Profit Center Participants	Return on Capital Employed (ROCE)	60%
	Free Cash Flow (FCF)	20%
	Individual Performance Goals*	20%

* These awards are established outside the Plan.

Corporate Participants. Awards for Corporate Participants are determined by the Company's aggregate 2012 financial results. No awards are paid for ROCE achievement below 25% and cash flow below $226 million. The maximum payout percentage for ROCE and Cash Flow achievement is each capped at 150%. David S. Haffner (President and Chief Executive Officer), Karl G. Glassman (Executive Vice President and Chief Operating Officer) and Matthew C. Flanigan (Senior Vice President – Chief Financial Officer) are Corporate Participants. Below is the 2012 corporate payout schedule. Payouts will be interpolated for achievement levels falling between those in the schedule. Financial results from acquisitions are excluded from the calculations in the year of acquisition.

2012
Corporate Targets and Payout Schedule

ROCE Achievement	ROCE Payout		Cash Flow Achievement	Cash Flow Payout
Less Than 25%	0%		Less Than $ 226 M	0%
25%	50%	Threshold	$ 226 M	50%
27%	75%		$ 238.5 M	75%
29%	100%	Target	$ 251 M	100%
31%	125%		$ 263.5 M	125%
33%	150%	Maximum	$ 276 M	150%

Profit Center Participants. For Profit Center Participants, no awards are paid for achievement below 80% of the ROCE and FCF targets for the applicable profit centers under the Participant's management. The ROCE and FCF payouts are each capped at 150%. Joseph D. Downes, Jr. (Senior Vice President, President – Industrial Materials) is a Profit Center Participant. Below is the 2012 profit center payout schedule and targets for Mr. Downes. Payouts will be interpolated for achievement levels falling between those in the schedule. Financial results for each profit center may include a critical compliance adjustment, ranging from a potential 5% increase for exceptional safety performance to a 20% deduction for critical compliance failures. Financial results from acquisitions are excluded from the calculations in the year of acquisition.

2012
Profit Center Payout Schedule

ROCE / FCF Achievement		Payout
Less Than 80%		0%
80%	Threshold	60%
90%		80%
100%	Target	100%
110%		120%
120%		140%
125%	Maximum	150%

2012 Profit Center Targets

Segment	ROCE Target	FCF Target
Industrial Materials (Downes)	30.6%	$59.0M

Individual Performance Goals. In addition to the financial metrics described above, the award includes individual performance goals that are tailored to each executive officer's responsibility and aligned with the Company's strategic goals. The types of goals for our named executive officers in 2012 include:

David S. Haffner: Margin enhancement, strategic direction for profitable growth, profitability of targeted business groups, and succession planning;

Karl G. Glassman: Margin enhancement, revenue growth, increase on-site reviews of operations, and remediation of internal audit findings;

Matthew C. Flanigan: Working capital management, upgrade of financial systems, cash repatriation, succession planning, and continuous improvement projects; and

Joseph D. Downes, Jr.: Segment revenue growth, profitability of targeted businesses, and utilization and efficiency initiatives.

The achievement of the individual performance goals is measured by the following scale.

Individual Performance Goals Payout Schedule
(1-5 scale)

Achievement	Payout
1 – Did not achieve goal	0%
2 – Partially achieved goal	50%
3 – Substantially achieved goal	75%
4 – Fully achieved goal	100%
5 – Significantly exceeded goal	up to 150%

The foregoing is only a brief description of the 2012 Award Formula and is qualified in its entirety by such formula which is attached and incorporated by reference as Exhibit 10.2. The definitions of ROCE, Cash Flow and FCF and example calculations are included in the attached 2012 Award Formula.

Increase in Base Salaries and Target Percentage for Named Executive Officers. On March 28, 2012, the Committee increased the annual base salaries of the below named executive officers. The Committee also increased the Target Percentage of Mr. Haffner from 90% to 100%. The table below discloses the increase in salaries and the 2012 Target Percentages. Also attached and incorporated by reference as Exhibit 10.3 is the Company's Summary Sheet for Executive Cash Compensation.

Named Executive Officers	2011 Base Salaries	2012 Base Salaries	2012 Target Percentages
David S. Haffner, President and Chief Executive Officer	$960,000	$995,000	100%
Karl G. Glassman, Executive Vice President and Chief Operating Officer	$720,000	$745,000	75%
Matthew C. Flanigan, Senior Vice President – Chief Financial Officer	$420,000	$441,000	65%
Joseph D. Downes, Jr., Senior Vice President, President – Industrial Materials	$320,000	$329,000	50%

Retired Named Executive Officer. Paul R. Hauser, a named executive officer in the Company's Proxy Statement filed March 30, 2012, retired as Senior Vice President, President—Residential Furnishings on February 18, 2012. As such, Mr. Hauser (i) will not participate in the Plan in 2012; (ii) does not have individual performance goals for the Company in 2012; and (iii) no longer receives a salary from the Company. As previously reported, Mr. Hauser received an annual base salary at the rate of $340,000 with a Target Percentage of 50% in 2011.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	The Company's 2009 Key Officers Incentive Plan, effective as of January 1, 2009, filed March 26, 2009 as Appendix B to the Company's Proxy Statement, is incorporated by reference. (SEC File No. 001-07845)
10.2	2012 Award Formula under the Company's 2009 Key Officers Incentive Plan.
10.3	Summary Sheet for Executive Cash Compensation.

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 hereunto duly authorized.

LEGGETT & PLATT, INCORPORATED

Date: April 2, 2012

By: /s/ John G. Moore

John G. Moore

Senior Vice President – Chief Legal & HR Officer and Secretary

EXHIBIT INDEX

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10.1	The Company’s 2009 Key Officers Incentive Plan, effective as of of January 1, 2009, filed March 26, 2009 as Appendix B to the Company’s Proxy Statement, is incorporated by reference. (SEC File No. 001-07845)
10.2	2012 Award Formula under the Company’s 2009 Key Officers Incentive Plan.
10.3	Summary Sheet for Executive Cash Compensation.

Exhibit 10.2

AWARD FORMULA FOR 2012

LEGGETT & PLATT, INCORPORATED
2009 KEY OFFICERS INCENTIVE PLAN

The 2009 Key Officers Incentive Plan ("*Plan*") provides cash Awards to Participants based on the Company's operating results for the prior year. Capitalized terms not defined in this document have the meaning ascribed under the Plan. There are separate Award Formulas under the Plan for Corporate Participants and Profit Center Participants.

Under both formulas, a Participant's Award is calculated by reference to the Target Percentage of the Participant's annual salary at the end of the Year. The Award Formulas and each Participant's Target Percentage are determined by the Committee no later than 90 days after the beginning of each Year or before 25% of the Performance Period has elapsed.

Participants in the Plan are the executive officers of the Company. The Company has a separate Key Management Incentive Plan for other employees. Awards under the Key Management Incentive Plan are calculated in substantially the same manner as awards under the Plan.

For 2012, Awards under the Plan will be determined by achievement of the following Performance Objectives. Additional awards will be made based on the achievement of Individual Performance Goals, which will be established separately from this Plan and will be wholly independent of Awards under this Plan.

Participant Type	Performance Objectives	Relative Weight
Corporate Participants	Return on Capital Employed (ROCE)	60%
	Cash Flow	20%
	Individual Performance Goals*	20%
Profit Center Participants	Return on Capital Employed (ROCE)	60%
	Free Cash Flow (FCF)	20%
	Individual Performance Goals*	20%

* *These awards are established outside the Plan.*

Award Formula for Corporate Participants

Awards for Corporate Participants are determined by the Company's aggregate 2012 financial results. Financial results from acquisitions are excluded from calculations in the year of acquisition.

The Performance Objectives for Corporate Participants are calculated as follows:

$$\textbf{ROCE} = \frac{\text{EBIT}}{\text{Net PP\&E and Working Capital}^{1,2}}$$

1 Quarterly averaging of Net PP&E and Working Capital

2 Working Capital, excluding cash and current maturities of long-term debt, as presented on the Company's December 31, 2012 Consolidated Balance Sheet

Cash Flow = EBITDA ± Change in Working Capital[1] ± Gain or Loss from Non-Cash Impairments – Capital Expenditures

[1] Change in Working Capital, excluding cash and current maturities of long-term debt, from December 31, 2011 to December 31, 2012, as reflected on the Company's Consolidated Balance Sheets

The Committee shall adjust all items of gain, loss or expense for the fiscal year determined to be (i) extraordinary, (ii) unusual in nature, (iii) infrequent in occurrence, (iv) related to the disposal of a segment of a business, or (v) related to a change in accounting principle, all as determined in accordance with standards established under Generally Accepted Accounting Principles.

Achievement targets and payout percentages for Corporate Participants' Performance Objectives are set forth below. No Awards are paid for ROCE achievement below 25% and Cash Flow below $226M. The ROCE and Cash Flow payouts are each capped at 150%. Payouts will be interpolated for achievement levels falling between those set out in the schedule.

2012
Corporate Targets and Payout Schedule

ROCE Achievement	ROCE Payout		Cash Flow Achievement	Cash Flow Payout
< 25%	0%		<$226M	0%
25%	50%	Threshold	$226M	50%
27%	75%		$238.5M	75%
29%	100%	Target	$251M	100%
31%	125%		$263.5M	125%
33%	150%	Maximum	$276M	150%

The Award is calculated by multiplying a Participant's salary, Target Percentage, the relative weight of the Performance Objective, and the payout percentage. The sample calculation set forth below assumes a Participant with a base salary of $250,000 and a Target Percentage of 50%. If the Company achieved 29% ROCE and $226M Cash Flow, the Participant's Award under the Plan (which does not include the Individual Performance Goals), would be $87,500.

Performance Objective	Participant's Base Salary	Participant's Target %	Relative Weight	Payout Percentage	Award
ROCE	$250,000	50%	60%	100%	$75,000
Cash Flow	$250,000	50%	20%	50%	$12,500
Total Award					**$87,500**

Award Formula for Profit Center Participants

Profit Center Participants manage numerous Profit Centers. The Company sets a ROCE target and a FCF target for each Profit Center every Year. The achievement of those Profit Center targets "rolls up" to an aggregate achievement for all the operations under a Profit Center Participant's management. Financial results for each Profit Center may include a critical compliance adjustment, ranging from a potential 5% increase for exceptional safety performance to a 20% deduction for critical compliance failures. Financial results from acquisitions are excluded from calculations in the year of acquisition.

The Performance Objectives for Profit Center Participants are calculated as follows:

$$\textbf{ROCE} = \frac{\text{EBIT}}{\text{Net PP\&E + Working Capital}^{1,\,2}}$$

[1] Monthly averaging of Net PP&E and Working Capital, adjusted for currency effects.

[2] Working Capital excludes cash and current maturities of long-term debt and balance sheet items not directly related to on-going Profit Center activity, such as interest receivable and payable, income taxes receivable and payable, current deferred taxes assets and liabilities, and dividends payable.

FCF = EBITDA (adjusted for currency effects) ± Change in Working Capital[1] ± Gain or Loss from Non-Cash Impairments – Capital Expenditures

[1] Change in Working Capital from December 31, 2011 to December 31, 2012 excludes cash and current maturities of long-term debt and balance sheet items not directly related to on-going Profit Center activity, such as interest receivable and payable, income taxes receivable and payable, current deferred taxes assets and liabilities, and dividends payable.

The Committee shall adjust all items of gain, loss or expense for the fiscal year determined to be (i) extraordinary, (ii) unusual in nature, (iii) infrequent in occurrence, (iv) related to the disposal of a segment of a business, or (v) related to a change in accounting principle, all as determined in accordance with standards established under Generally Accepted Accounting Principles.

Achievement targets and payout percentages for Profit Center Participants are set forth below. No Awards are paid for achievement below 80% of the aggregate ROCE and FCF targets for the Profit Centers under the Participant's management. The ROCE and FCF payouts are each capped at 150%. The payout will be interpolated for achievement levels falling between those set out in the schedule.

2012
Profit Center Targets

Segment	ROCE Target	FCF Target
Residential	24.3%	$117.5M
Commercial	19.2%	$53.8M
Industrial	30.6%	$59.0M
Specialized	32.7%	$39.2M

2012
Profit Center Payout Schedule

Achievement		Payout
<80%		0%
80%	Threshold	60%
90%		80%
100%	Target	100%
110%		120%
120%		140%
125%	Maximum	150%

The Award is calculated by multiplying a Participant's salary, Target Percentage, the relative weight of the Performance Objective, and the payout percentage. The sample calculation below assumes a Participant with a base salary of $250,000 and a Target Percentage of 50%. If the Participant's Profit Centers achieved 100% of the aggregate ROCE target and 90% of the aggregate FCF target, as adjusted for compliance, the Participant's Award under the Plan (which does not include the Individual Performance Goals), would be $95,000.

Performance Objective	Participant's Base Salary	Participant's Target %	Relative Weight	Payout Percentage	Award
ROCE	$250,000	50%	60%	100%	$75,000
FCF	$250,000	50%	20%	80%	$20,000
Total Award					**$95,000**

SUMMARY SHEET FOR EXECUTIVE CASH COMPENSATION

The following table sets forth annual base salaries provided to the Company's principal executive officer, principal financial officer and other named executive officers in 2011 and the 2012 base salaries approved by the Compensation Committee of the Board of Directors ("Committee") on March 28, 2012.

Named Executive Officers	2011 Base Salaries	2012 Base Salaries
David S. Haffner, President and Chief Executive Officer	$960,000	$995,000
Karl G. Glassman, Executive Vice President and Chief Operating Officer	$720,000	$745,000
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The executive officers will also be eligible to receive a cash award under the Company's 2009 Key Officers Incentive Plan (filed March 26, 2009 as Appendix B to the Company's Proxy Statement) in accordance with the 2012 Award Formula (filed April 2, 2012 as Exhibit 10.2 to the Company's Form 8-K). An executive's cash award is calculated by multiplying his annual salary at the end of the year by a percentage ("Target Percentage") set by the Committee, then applying an award formula adopted by the Committee for that year. The Target Percentages applicable to the Company's principal executive officer, principal financial officer and other named executive officers are shown in the following table. The 2012 Target Percentages were not changed from 2011 levels, except for Mr. Haffner's percentage was increased from 90% to 100%.

Named Executive Officers	2012 Target Percentages
David S. Haffner, President and Chief Executive Officer	100%
Karl G. Glassman, Executive Vice President and Chief Operating Officer	75%
Matthew C. Flanigan, Senior Vice President – Chief Financial Officer	65%
Joseph D. Downes, Jr., Senior Vice President, President – Industrial Materials	50%

Individual Performance Goals. An executive's cash award under the 2012 Award Formula is based, in part, on individual performance goals established outside the 2009 Key Officers Incentive Plan (20% relative weight). The types of goals for our named executive officers in 2012 include:

David S. Haffner: Margin enhancement, strategic direction for profitable growth, profitability of targeted business groups, and succession planning;

Karl G. Glassman: Margin enhancement, revenue growth, increase on-site reviews of operations, and remediation of internal audit findings;

Matthew C. Flanigan: Working capital management, upgrade of financial systems, cash repatriation, succession planning, and continuous improvement projects; and

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The achievement of the individual performance goals is measured by the following scale.

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(1-5 scale)

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Retired Named Executive Officer. Paul R. Hauser, a named executive officer in the Company's Proxy Statement filed March 30, 2012, retired as Senior Vice President, President—Residential Furnishings on February 18, 2012. As such, Mr. Hauser (i) will not participate in the Key Officers Incentive Plan in 2012; (ii) does not have individual performance goals for the Company in 2012; and (iii) no longer receives a salary from the Company. As previously reported, Mr. Hauser received an annual base salary at the rate of $340,000 with a Target Percentage of 50% in 2011.