

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

For the quarterly period ended September 30, 1994

OR

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

for the transition period from to

For Quarter Ended Commission File Number
September 30, 1994 1-7845

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

Missouri 44-0324630
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

No. 1 Leggett Road
Carthage, Missouri 64836

(Address of principal executive offices) (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 and 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 X No
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Common stock outstanding as of November 1, 1994: 41,503,014

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

(Amounts in millions, except share and per share data)

	September 30, 1994	December 31, 1993		
	-----	-----		
CURRENT ASSETS				
Cash and cash equivalents	\$ 6.7	\$ 0.4		
Accounts and notes receivable	272.3	211.9		
Allowance for doubtful accounts	(11.3)	(7.2)		
Inventories	231.6	209.1		
Other current assets	31.1	21.4		
	530.4	435.6		
PROPERTY, PLANT & EQUIPMENT, NET	377.0	313.1		
OTHER ASSETS				
Goodwill, net	114.7	93.0		
Other intangibles, net	24.9	25.7		
Sundry	37.3	34.5		
TOTAL ASSETS	\$ 1,084.3	\$ 901.9	-----	-----
			=====	=====
CURRENT LIABILITIES				
Accounts and notes payable	\$ 93.7	\$ 74.1		
Accrued expenses	102.2	66.9		
Other current liabilities	32.0	25.2		
	227.9	166.2	-----	-----
LONG-TERM DEBT	204.9	165.8		
OTHER LIABILITIES	12.6	11.1		
DEFERRED INCOME TAXES	43.3	43.2		

SHAREHOLDERS' EQUITY

Common stock - authorized 300,000,000 shares of \$.01 par value; issued 41,069,539 and 40,325,961 shares in 1994 and 1993, respectively	.4	.4		
Additional contributed capital	130.3	117.3		
Retained earnings	468.1	401.0		
Cumulative translation adjustment	(3.2)	(2.8)		
Treasury stock (906 and 7,578 shares in 1994 and 1993, respectively)	-	(0.3)	-----	-----
	595.6	515.6		
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1,084.3	\$ 901.9	-----	-----
			=====	=====

Items excluded are either not applicable or de minimis in amount and, therefore, are not shown separately.

See accompanying notes to consolidated condensed financial statements.

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
(Unaudited)

(Amounts in millions, except per share data)

	Nine Months Ended September 30,		Three Months Ended September 30,					
	1994	1993	1994	1993	-----	-----	-----	-----
Net sales	\$ 1,366.0	\$ 1,130.1	\$ 482.6	\$ 395.4				
Cost of goods sold	1,052.5	871.1	372.0	304.3				
Gross profit	313.5	259.0	110.6	91.1				
Selling, distribution and administrative expenses	165.3	143.4	58.0	49.6				
Interest expense	6.6	8.4	2.8	2.6				
Other deductions(income), net	2.3	3.6	(0.1)	1.8				
Earnings before income taxes	139.3	103.6	49.9	37.1				
Income taxes	54.9	40.7	19.7	14.8				
NET EARNINGS	\$ 84.4	\$ 62.9	\$ 30.2	\$ 22.3				
	=====	=====	=====	=====				
Earnings Per Share (Exhibit 11)	\$ 2.04	\$ 1.53	\$ 0.73	\$ 0.54				
	=====	=====	=====	=====				
Cash Dividends Declared Per Share	\$ 0.46	\$ 0.40	\$ 0.16	\$ 0.14				=
	=====	=====	=====	=====				
Average Shares Outstanding	41.4	41.1	41.4	41.2				
				=====	=====	=====	=====	=====

See accompanying notes to consolidated condensed financial statements.

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

(Amounts in millions)

Nine Months Ended
September 30,

1994 1993

OPERATING ACTIVITIES

Net Earnings	\$ 84.4	\$ 62.9
Adjustments to reconcile net earnings to net cash provided by operations		
Depreciation and amortization	41.0	32.2
LIFO expense	3.5	2.0
Deferred income taxes	(6.9)	(4.9)
Other	2.8	0.4
Other changes, net of effects from acquisitions of companies		
Increase in accounts receivable, net	(41.3)	(37.2)
(Increase) Decrease in inventories at FIFO cost	(9.7)	9.2
Increase in other assets	(3.1)	(2.4)
Increase in accounts payable, accrued expenses and other current liabilities	59.1	39.1
NET CASH PROVIDED BY OPERATING ACTIVITIES	129.8	101.3

INVESTING ACTIVITIES

Additions to property, plant and equipment	(63.1)	(34.5)
Proceeds from sales of property, plant and equipment	1.6	0.9
Acquisitions of companies, net of cash acquired	(75.1)	(70.6)
(Increase) Decrease in other assets	(0.5)	1.2
NET CASH USED FOR INVESTING ACTIVITIES	(137.1)	(103.0)

FINANCING ACTIVITIES

Additions to debt	47.2	66.8
Payments on debt	(15.5)	(54.2)
Dividends paid	(18.8)	(15.4)
Net sales of common stock	0.7	1.3
Other	-	(0.8)
NET CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	13.6	(2.3)

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

6.3 (4.0)

CASH AND CASH EQUIVALENTS - January 1,

0.4 5.2

CASH AND CASH EQUIVALENTS - September 30,

\$ 6.7 \$ 1.2

Interest paid (net of amounts capitalized)

\$ 5.2 \$ 11.5

Income taxes paid

\$ 50.7 \$ 40.9

See accompanying notes to consolidated condensed financial statements.

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

(Amounts in millions, except share and per share data)

1. STATEMENT

In the opinion of management, the accompanying consolidated condensed financial statements contain all adjustments necessary for a fair statement of results of operations and financial position of Leggett & Platt, Incorporated and Consolidated Subsidiaries (the "Company"). The consolidated condensed financial statements include accounts of the Company and its majority-owned subsidiaries.

2. INVENTORIES

Inventories (principally LIFO method) comprised the following:

	September 30, 1994	December 31, 1993		
			-----	-----
Finished goods	\$ 123.5	\$ 113.3		
Work in process	31.2	23.8		
Raw materials	90.6	82.2		
	245.3	219.3	-----	-----
Less LIFO reserve	13.7	10.2		
	\$ 231.6	\$ 209.1	-----	-----
			=====	=====

3. PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment comprised the following:

	September 30, 1994	December 31, 1993		
			-----	-----
Property, plant and equipment, at cost	\$ 669.5	\$ 571.2		
Less accumulated depreciation	292.5	258.1		
	\$ 377.0	\$ 313.1	-----	-----
			=====	=====

4. GOODWILL AND OTHER INTANGIBLES

Goodwill comprised the following:

	September 30, 1994	December 31, 1993		
			-----	-----
Goodwill, at cost	\$ 128.3	\$ 104.4		
Less accumulated amortization	13.6	11.4		
	\$ 114.7	\$ 93.0	-----	-----
			=====	=====

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

4. GOODWILL AND OTHER INTANGIBLES (continued)

Other Intangibles comprised the following:

	September 30, 1994	December 31, 1993		
Other intangibles, at cost	\$ 36.1	\$ 37.0		
Less accumulated amortization	11.2	11.3		
	\$ 24.9	\$ 25.7		

5. LOAN AGREEMENTS

In connection with various notes payable, the related loan agreements, among other restrictions, limit the amount of additional debt, require working capital to be maintained at specified amounts, and restrict payment of dividends. Unrestricted retained earnings available for dividends at September 30, 1994 were approximately \$158.1.

6. ACQUISITIONS

During 1994, the Company acquired certain assets of five small companies for \$75.1, net of cash acquired, in transactions accounted for as purchases. These companies primarily specialize in manufacturing and distributing components and certain other products to the furnishings industry and some other markets. The Company also issued 158,569 shares of common stock to acquire a company in August, 1994 in a transaction accounted for as a pooling of interests. The Company elected not to restate its financial statements as the effect of the pooling was not material. Subsequent to September 30, 1994, the Company issued 419,867 shares of common stock to acquire a company in another transaction accounted for as a pooling of interests. In this transaction, options to purchase an additional 10,584 shares of common stock at an average price of approximately \$11 per share were also extended in substitution for previously existing options. The pooled companies specialize in manufacturing and distributing point-of-purchase display racks and other formed wire products. The following pro forma information shows the results of operations for the nine months ended September 30, 1994 and 1993 as though the 1994 acquisitions discussed above had occurred on January 1 of each year presented. The pro forma amounts reflect, where appropriate, purchase accounting adjustments, interest on incremental borrowings and the tax effects thereof. The pro forma information is not necessarily indicative of either results of operations that would have occurred had the acquisitions been made on January 1 of each year or of future results of the combined companies.

	Nine Months Ended September 30,	
	1994	1993
Net Sales	\$ 1,472.2	\$ 1,253.0
Net Earnings	\$ 86.6	\$ 64.6
Earnings Per Share	\$ 2.06	\$ 1.55

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

7. CAPITAL STOCK

On May 12, 1994 the Company's shareholders approved an amendment to the Company's 1989 Flexible Stock Plan which increased the number of shares authorized for issuance under the plan by 1,500,000 shares.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Capital Resources and Liquidity

The Company's capitalization at September 30, 1994 and December 31, 1993 is shown in millions of dollars in the table below. The amount of additional capital available through the Company's revolving bank credit agreements and commercial paper program is also shown, along with the amount of cash and cash equivalents.

	September 30, 1994	December 31, 1993	-----	-----
Long-term debt outstanding:				
Scheduled maturities	\$ 147.5	\$ 122.3		
Revolving credit	57.4	43.5		
			-----	-----
Total long-term debt	204.9	165.8		
Shareholders' equity	595.6	515.6		
Unused committed credit	142.6	116.5		
Cash and cash equivalents	6.7	0.4		

In the first nine months of 1994, capital investments to modernize and expand capacity internally were \$61.5 million, net of proceeds from sales of property, plant and equipment. The Company also purchased certain assets of five small businesses for \$75.1 million, net of cash acquired. The increase in total long-term debt at September 30, 1994 primarily reflected borrowings for acquisitions accounted for as purchases. In addition, the Company issued 158,569 shares of common stock to acquire one small business in a pooling of interests in August 1994.

Working capital at September 30, 1994 was \$302.5 million, up from \$269.4 million at the end of 1993. Total current assets increased \$94.8 million, due primarily to increases in trade accounts and notes receivable and inventories. Total current liabilities increased \$61.7 million. These increases primarily reflected higher sales and production volumes during the first nine months of 1994 as well as normal recurring liabilities with funding requirements later in the year. There was no short-term debt outstanding at the end of the quarter or at year end.

In mid October 1994, soon after the end of the third quarter, the Company acquired another small business for 419,867 shares of common stock and options to purchase an additional 10,584 shares. This transaction was also accounted for as a pooling of interests. All acquisitions completed to date in 1994 fit very well with the Company's continuing emphasis on manufacturing, marketing and distributing a broad line of components and related products for the furnishings industry and diversified markets.

Moody's and Standard & Poor's, the two leading debt rating agencies, both recently raised their ratings of the Company's senior debt and commercial paper. In October, Moody's increased the senior debt rating to A2 from A3, and the commercial paper rating to Prime-1 from Prime-2. In November, Standard & Poor's increased the senior debt rating to A from A-, and the commercial paper rating to A-1 from A-2. Management is pleased to have these confirmations of the Company's improved credit quality. The Company has substantial capital resources and flexibility to continue pursuing management's goal of increasing efficiencies and profitable growth, both internally and through additional acquisitions.

Results of Operations

The Company had record earnings and sales in the first nine months of 1994. Earnings were \$2.04 per share (up 33%) and sales were \$1.37 billion (up 21%) --- both compared with the first nine months of 1993. Third quarter earnings and sales were also at record levels. Earnings were \$.73 per share (up 35%) and sales were \$482.6 million (up 22%) --- both compared with the third quarter of 1993.

The Company's 1994 sales growth reflected continued growth in the economy and increased consumer spending on durable goods, including furniture and bedding. In addition, final demand continued to improve in the diversified markets the Company serves. Sales growth also reflected a continuing benefit from acquisitions. Excluding acquisitions, the Company's sales increased 10% in the first nine months and 11% in the third quarter.

Acquisitions completed to date in 1994 have expanded the Company's current annual sales base by approximately \$175 million, an increase of about 10%. Based on initial projections, these acquisitions should enhance annual earnings by approximately \$.08 per share and provide opportunities for additional long-term growth.

As noted above, the Company's earnings growth continued to exceed sales growth, as year-to-year comparisons of net profit margins remained favorable. In the first nine months and the third quarter of 1994, net profit margins were 6.2% and 6.3%, respectively. In 1993, net profit margins were 5.6% in both of these periods.

The following table shows various measures of earnings, as a percentage of sales, in the first nine months and the third quarter of 1994 and 1993. It also shows the Company's effective income tax rate in each respective period.

	Nine Months Ended September 30,		Quarter Ended September 30,	
	1994	1993	1994	1993
Gross profit margin	23.0%	22.9%	22.9%	23.0%
Pre-tax profit margin	10.2	9.2	10.3	9.4
Net profit margin	6.2	5.6	6.3	5.6
Effective income tax rate	39.4	39.3	39.5	39.9

The increase in 1994 net profit margins primarily reflected continuing improvement in the Company's operating expense ratios. Administrative, selling and distribution expense ratios declined by 0.6% as a percentage of sales in the first nine months and 0.5% in the third quarter. Interest expense also declined slightly as a percentage of sales, because of debt refinancing in September 1993 following a pooling of interests acquisition. In addition, the Company's 1994 net profit margins reflected a normal effective income tax rate. In 1993, the effective income tax rate was somewhat higher than normal in the third quarter as a result of the increase in corporate federal income tax rates, which was retroactive to the beginning of the year.

Gross profit margins, as shown on the preceding page, were essentially unchanged. Overall gains in manufacturing efficiencies on higher volume and increased sales of some products with above average margins favorably affected gross profit margins in the first nine months and the third quarter of 1994. In general, these factors improved gross margins in operations producing products other than steel products for bedding, furniture and automotive applications. Margins on the Company's steel products continued to reflect some 1993 and additional 1994 cost increases for raw materials that were not passed along in the Company's selling prices. Price increases on some of these product lines have recently been announced by the Company and will become effective near the end of 1994.

In this year's third quarter, the gross profit margin reflected some unusual costs associated with further consolidation of the Company's Fashion Bed Group, and an additional reserve for potential environmental costs at one of the Company's wire mills. These costs reduced the gross margin for the quarter by 0.3% of sales. However, this negative impact was more than offset by an increase in "other income", resulting from a special dividend the Company received on the recapitalization of a small equity investment. The dividend also offset an additional increase in "other deductions" associated with the further consolidation of the Fashion Bed Group facilities.

With continuing earnings growth and a strong financial position, the Board of Directors in August increased the third quarter cash dividend on the Company's common stock to \$.16 per share. This was the second increase in the quarterly rate during 1994. Dividends declared in the first nine months totaled \$.46 per share, up 15% from the first nine months of 1993. On November 9, 1994, the Board declared a fourth quarter dividend of \$.16 per share. This dividend will be paid on January 2, 1995 to shareholders of record on November 25, 1994.

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

- (A) Exhibit 11 - Computations of Earnings Per Share
- (B) Exhibit 27 - Financial Data Schedule
- (C) No reports on Form 8-K have been filed during the quarter for which this report is filed.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LEGGETT & PLATT, INCORPORATED

DATE: November 10, 1994 By: /s/ HARRY M. CORNELL

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

DATE: November 10, 1994 By: /s/ MICHAEL A. GLAUBER -----
Michael A. Glauber
Senior Vice President,
Finance and Administration

EXHIBIT INDEX

Exhibit		Page	-----
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(Amounts in millions, except
 per share data)

	Nine Months Ended		Three Months Ended		-----	-----
	September 30, 1994	September 30, 1993	September 30, 1994	September 30, 1993		
EARNINGS PER SHARE						
Weighted average number of common shares outstanding	40.8	40.1	40.9	40.2		
Dilution from outstanding stock options-computed using the "treasury stock" method	0.6	0.7	0.5	0.7		
Dilution from shares issuable under contingent earnout agreement	-	0.3	-	0.3		
Weighted average number of common shares outstanding as adjusted	41.4	41.1	41.4	41.2	=====	=====
Net Earnings	\$ 84.4	\$ 62.9	\$ 30.2	\$ 22.3	=====	=====
Earnings Per Share	\$ 2.04	\$ 1.53	\$ 0.73	\$ 0.54	=====	=====

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SEP-30-1994
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