Form 10-Q

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 March 31, 2002

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
March 31, 2002	1-7845

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

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

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 _____

Common stock outstanding as of May 3, 2002: 196,022,634

PART I. FINANCIAL INFORMATION

LEGGETT & PLATT, INCORPORATED AND SUBSIDIARIES

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED CONDENSED BALANCE SHEETS

(Unaudited)

(Amounts in millions)	March 31, 2002	December 31, 2001
CURRENT ASSETS		
Cash and cash equivalents	$ 226.1	$ 187.2
Accounts and notes receivable	665.0	591.9
Allowance for doubtful accounts	(29.3)	(29.4)
Inventories	588.6	601.3
Other current assets	74.3	70.9
Total current assets	1,524.7	1,421.9
PROPERTY, PLANT & EQUIPMENT, NET	951.4	961.9
OTHER ASSETS		
Excess cost of purchased companies over net assets acquired, less accumulated amortization of $111.7 in 2002 and 2001	883.4	879.0
Other intangibles, less accumulated amortization of $42.9 in 2002 and $41.0 in 2001	43.2	43.8
Sundry	94.6	106.3
Total other assets	1,021.2	1,029.1
TOTAL ASSETS	$ 3,497.3	$ 3,412.9
CURRENT LIABILITIES		
Accounts and notes payable	$ 193.1	$ 162.4
Accrued expenses	237.5	197.8
Other current liabilities	94.6	96.8
Total current liabilities	525.2	457.0
LONG-TERM DEBT	966.0	977.6
OTHER LIABILITIES	45.3	47.0
DEFERRED INCOME TAXES	63.9	64.7
SHAREHOLDERS' EQUITY		
Common stock	2.0	2.0
Additional contributed capital	421.1	419.3
Retained earnings	1,585.2	1,552.7
Accumulated other comprehensive income	(57.5)	(55.8)
Treasury stock	(53.9)	(51.6)
Total shareholders' equity	1,896.9	1,866.6
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 3,497.3	$ 3,412.9

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)

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
Net sales	$ 1,022.7	$ 1,053.3
Cost of goods sold	823.6	847.1
Gross profit	199.1	206.2
Selling and administrative expenses	97.6	104.8
Amortization of excess cost of purchased companies and other intangibles	2.6	8.8
Other deductions (income), net	1.5	3.0
Earnings before interest and income taxes	97.4	89.6
Interest expense	11.3	17.2
Interest income	1.3	0.5
Earnings before income taxes	87.4	72.9
Income taxes	31.2	26.9
NET EARNINGS	$ 56.2	$ 46.0
Earnings Per Share		
Basic	$ .28	$ .23
Diluted	$ .28	$ .23
Cash Dividends Declared Per Share	$ .12	$ .12
Average Shares Outstanding		
Basic	199.5	199.2
Diluted	200.7	200.4

See accompanying notes to consolidated condensed financial statements.

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

(Amounts in millions)	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
OPERATING ACTIVITIES		
Net Earnings	$ 56.2	$ 46.0
Adjustments to reconcile net earnings to net cash provided by operating activities		
Depreciation	35.7	37.0
Amortization	2.6	8.8
Other	(2.3)	(1.9)
Other changes, excluding effects from purchase of companies		
Increase in accounts receivable, net	(73.9)	(45.5)
Decrease in inventories	12.2	25.2
Increase in other current assets	(5.2)	(5.4)
Increase in current liabilities	82.3	22.1
NET CASH PROVIDED BY OPERATING ACTIVITIES	107.6	86.3
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(24.7)	(33.2)
Purchases of companies, net of cash acquired	(9.6)	(36.1)
Other	6.5	(0.3)
NET CASH USED FOR INVESTING ACTIVITIES	(27.8)	(69.6)
FINANCING ACTIVITIES		
Additions to debt	5.2	29.9
Payments on debt	(9.5)	(11.3)
Dividends paid	(23.6)	(44.9)
Issuances of common stock	3.8	7.0
Purchases of common stock	(16.8)	(21.8)
Other	--	(0.7)
NET CASH PROVIDED BY (USED FOR) FINANCING ACTIVITIES	(40.9)	(41.8)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	38.9	(25.1)
CASH AND CASH EQUIVALENTS - January 1,	187.2	37.3
CASH AND CASH EQUIVALENTS - March 31,	$ 226.1	$ 12.2

See accompanying notes to consolidated condensed financial statements.

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

(Amounts in millions)

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 positions of Leggett & Platt, Incorporated and Consolidated Subsidiaries (the `Company').

2. INVENTORIES

Inventories, about 50% of which are valued using the Last-in, First-out (LIFO) cost method and the remainder using the First-In, First-Out (FIFO) cost method, comprised the following:

	March 31, 2002	December 31, 2001
At First-In, First-Out (FIFO) cost		
Finished goods	$ 312.3	$ 308.6
Work in process	71.1	74.7
Raw materials and supplies	213.0	224.1
	596.4	607.4
Excess of FIFO cost over LIFO cost	(7.8)	(6.1)
	$ 588.6	$ 601.3

3. PROPERTY, PLANT & EQUIPMENT

Property, plant and equipment comprised the following:

	March 31, 2002	December 31, 2001
Property, plant and equipment, at cost	$ 1,872.8	$ 1,865.5
Less accumulated depreciation	921.4	903.6
	$ 951.4	$ 961.9

4. COMPREHENSIVE INCOME

In accordance with the provisions of Financial Accounting Standard No. 130, the Company has elected to report comprehensive income in its Statement of Changes in Shareholders' Equity. For the three months ending March 31, 2002 and 2001, comprehensive income was $54.6 and $44.9, respectively.

5. RECLASSIFICATION OF SHIPPING & HANDLING EXPENSES TO COST OF GOODS SOLD

As discussed in the 2002 Proxy Statement, the Company has identified a peer group of diversified manufacturing companies to act as a benchmark for the Company's performance. To facilitate comparison with this peer group, the Company has reclassified shipping and handling expenses to cost of goods sold on the Statement of Earnings. All of the peer group companies classify similar expenses in cost of goods sold. This reclassification was made beginning in the First Quarter 2002, and shipping and handling expenses for all prior periods have been similarly reclassified. This reclassification had no impact on EBIT, pre-tax earnings or net earnings.

6. EARNINGS PER SHARE

Basic and diluted earnings per share were calculated as follows:

	Three Months Ended March 31, 2002	Three Months Ended March 31, 2001
Basic		
Weighted average shares Outstanding, including shares issuable for little or no cash	199.5	199.2
Net earnings	$ 56.2	$ 46.0
Earnings per share - basic	$ .28	$ .23
Diluted		
Weighted average shares outstanding, including shares issuable for little or no cash	199.5	199.2
Additional dilutive shares principally from the assumed exercise of outstanding stock options	1.2	1.2
	200.7	200.4
Net earnings	$ 56.2	$ 46.0
Earnings per share - diluted	$ .28	$ .23

7. CONTINGENCIES

The Company is involved in various legal proceedings including matters which involve claims against the Company under employment, intellectual property, environmental and other laws. When it appears probable in management's judgement that the Company will incur monetary damages or other costs in connection with claims and proceedings, and the costs can be reasonably estimated, appropriate liabilities are recorded in the financial statements and charges are made against earnings. No claim or proceeding has resulted in a material charge against earnings, nor are the total liabilities recorded material to the Company's financial position. While the results of any ultimate resolution cannot be predicted, management believes the possibility of a material adverse effect on the Company's consolidated financial position, results of operations and cash flows from claims and proceedings is remote.

8. GOODWILL AMORTIZATION

The Financial Accounting Standards Board (FASB) issued Statement No. 142, "Goodwill and Other Intangible Assets" in 2001. Statement No. 142 requires, among other things, that goodwill no longer be amortized to earnings, but instead be tested periodically for impairment. As required, the Company adopted Statement No. 142 on January 1, 2002, and ceased amortization of goodwill. The goodwill amortization change will contribute ten cents per share to 2002 annual earnings. Earnings per share for the first quarter of

2001, adjusted for FAS No. 142 treatment of goodwill amortization, would have been $.26 basic and $.25 diluted on pro forma net earnings of $51.0. During 2002, the Company will undertake the computation of the implied fair value of goodwill for its reporting units to test if such implied fair value is less than the carrying value of goodwill, and to identify potential goodwill impairment. The Company cannot estimate at this time the results of the Statement No. 142 goodwill impairment test.

9. SEGMENT INFORMATION

Reportable segments are primarily based upon the Company's management organizational structure. This structure is generally focused on broad end-user markets for the Company's diversified products. Residential Furnishings derives its revenues from components for bedding, furniture and other furnishings, as well as related consumer products. Commercial Furnishings derives its revenues from retail store fixtures, displays, storage, material handling systems, components for office and institutional furnishings, and plastic components. The Aluminum Products revenues are derived from die castings, custom tooling, secondary machining and coating, and smelting of aluminum ingot. 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 is a combination of non-reportable segments which derive their revenues from machinery, manufacturing equipment, automotive seating suspensions, control cable systems and lumbar supports for automotive, office and residential applications.

A summary of segment results for the quarters ended March 31, 2002 and 2001 are shown in the following tables.

	External Sales	Inter-Segment Sales	Total Sales	EBIT
Quarter ended March 31, 2002				
Residential Furnishings	$ 527.0	$ 3.8	$ 530.8	$ 61.2
Commercial Furnishings	200.6	1.4	202.0	8.6
Aluminum Products	127.2	3.5	130.7	6.2
Industrial Materials	86.0	58.8	144.8	15.4
Specialized Products	81.9	11.4	93.3	9.7
Intersegment eliminations	--	--	--	(2.0)
Change in LIFO reserve	--	--	--	(1.7)
	$ 1,022.7	$ 78.9	$ 1,101.6	$ 97.4
Quarter ended March 31, 2001				
Residential Furnishings	$ 518.4	$ 3.2	$ 521.6	$ 45.3
Commercial Furnishings	244.7	.8	245.5	14.7
Aluminum Products	129.9	4.1	134.0	9.4
Industrial Materials	71.8	54.8	126.6	13.1
Specialized Products	88.5	15.4	103.9	10.2
Intersegment eliminations	--	--	--	(3.5)
Change in LIFO reserve	--	--	--	.4
	$ 1,053.3	$ 78.3	$ 1,131.6	$ 89.6

9. SEGMENT INFORMATION (continued)

Asset information for the Company's segments at March 31, 2002 and December 31, 2001 is shown in the following table:

	March 31, 2002	December 31, 2001
Assets		
Residential Furnishings	$ 1,219.2	$ 1,221.5
Commercial Furnishings	871.3	944.2
Aluminum Products	422.2	437.4
Industrial Materials	245.2	260.2
Specialized Products	349.7	352.8
Unallocated assets	352.9	336.1
Adjustment to period-end vs. average assets	36.8	(139.3)
	$ 3,497.3	$ 3,412.9

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

Capital Resources and Liquidity

The Company's financial position reflects management's capital policy guidelines. These guidelines are intended to ensure that corporate liquidity is adequate to support the Company's projected growth rate and to finance the Company's ongoing operations in periods of economic downturn. In a normal operating environment, management intends to direct capital to ongoing operations, strategic acquisitions and other investments that provide opportunities for expansion and enhanced profitability.

Our policy is to expand capital resources - debt and equity - at appropriate times to allow the Company to take advantage of favorable capital market conditions, rather than respond to short-term needs. Such financial flexibility is considered more important than short-term maximization of earnings per share through excessive leverage. Therefore, management continuously provides for available credit in excess of near-term projected cash needs and has maintained a guideline for long-term debt as a percentage of total capitalization in a range of 30% to 40%.

Total Capitalization

The following table shows the Company's total capitalization at March 31, 2002 and December 31, 2001. Also, the table shows the amount of unused committed credit available through the Company's revolving bank credit agreements, the amount of cash and cash equivalents and the ratio of earnings to fixed charges.

(Dollar amounts in millions)	March 31, 2002	December 31, 2001
Long-term debt outstanding:		
Scheduled maturities	$ 966.0	$ 977.6
Average interest rates	4.7%	4.8%
Average maturities in years	3.8	4.0
Revolving credit/commercial paper	--	--
Total long-term debt	966.0	977.6
Deferred income taxes and other Liabilities	109.2	111.7
Shareholders' equity	1,896.9	1,866.6
Total capitalization	$ 2,972.1	$ 2,955.9
Unused committed credit:		
Long-term	$ 232.5	$ 232.5
Short-term	110.0	110.0
Total unused committed credit	$ 342.5	$ 342.5
Cash and cash equivalents	$ 226.1	$ 187.2
Ratio of earnings to fixed charges	6.9x	5.2x

Cash provided by operating activities was $107.6 million in the first three months of 2002, compared to $86.3 million in the first three months of 2001. The increase in cash provided by operating activities compared to the prior year principally reflects a decline in working capital (excluding acquisitions) and increased earnings, partially offset by lower depreciation and amortization. The decline in working capital resulted from continued efforts by management to improve efficiency in the use of working capital.

Long-term debt outstanding decreased to $966.0 million, and was 32.5% of total capitalization at March 31, 2002, down from 33.1% at the end of 2001. Long-tem debt as a percent of total capitalization, net of cash, was 26.9% at March 31, 2002, and 28.5% at the end of 2001. Long-term debt decreased $8.5 million from year-end 2001 due to change in fair market value related to the Company's interest rate swap agreements. As shown in the preceding table, obligations having scheduled maturities are the primary source of the Company's debt capital. At March 31, 2002, these obligations consisted primarily of the Company's medium-term notes and tax-exempt industrial development bonds.

The secondary source of the Company's debt capital consists of revolving bank credit agreements and commercial paper issuances. Management has negotiated bank credit agreements and established a commercial paper program to continuously support the Company's projected growth and to maintain highly flexible sources of debt capital. The majority of the credit under these arrangements is a long-term obligation. If needed, however, the credit is available for short-term borrowings and repayments. To further facilitate the issuance of debt capital, the Company has in effect a $500 million shelf registration of debt.

The Company relies on cash flow from operations as its primary source of capital. The weak economic conditions that began in the last half of 2000 and continued through the first quarter of 2002 would have normally resulted in reduced cash flow. The Company responded to these difficult business conditions by decreasing capital spending, temporarily reducing the pace of acquisitions, and lowering working capital. As a result of these improvements, the Company achieved strong growth in cash flow and was able to increase cash and equivalents to a level that provides adequate liquidity to finance ongoing operations and fund a portion of future growth initiatives. The Company has sufficient unused committed credit to ensure that future capital resources are sufficient for its ongoing operations and growth opportunities.

Uses of Capital Resources

The Company's internal investments to modernize and expand manufacturing capacity were $24.7 million in the first three months of 2002. In 2002, management anticipates internal investments will approximate the $128 million spent in 2001. During the first quarter of 2002, two businesses were acquired for $9.6 million in cash (net of cash acquired). Both of the 2002 acquisitions were made in the Residential Furnishings segment, and are businesses based in the UK, engaged in the production of innersprings for bedding. Annual revenue from these two acquisitions should approximate $16 million.

Cash dividends on the Company's common stock were $23.6 million during the first three months of 2002. Company purchases of its common stock (net of issuances) totaled $13.0 million in the first quarter of 2002. These purchases were made primarily for employee stock plans.

The Board of Directors annually authorizes management, at its discretion, to buy up to 2,000,000 shares of Leggett stock for use in employee benefit plans. This authorization is continuously replenished as shares acquired are reissued for these benefit plans. In addition, management is authorized, again at its discretion, to repurchase any shares issued in acquisitions.

At the end of the third quarter 2000, the Board of Directors authorized management to buy up to an additional 10,000,000 shares of Leggett stock as part of the Company's performance improvement plan also announced at that time. No specific schedule of purchases has been established under this authorization which expires in August 2002. The amount and timing of any purchases will depend on availability of cash, economic and market conditions, acquisition activity and other factors.

Short-term Liquidity

Working capital, excluding cash and acquisitions decreased $15.4 million from year-end 2001 levels. The improvement was primarily related to an $82.3 million increase in payables and accrued expenses, and a $12.2 million reduction in inventories, partially offset by a $73.9 million increase in receivables. As a percent of first quarter annualized sales, working capital (excluding cash) was 18.9%, within the Company's target of 19% for working capital as a percent of sales.

Results of Operations

Discussion of Consolidated Results

The Company's first quarter earnings were $.28 per diluted share, up 21.7% from last year's first quarter earnings of $.23 per diluted share. Sales of $1.02 billion were down 2.9% compared to first quarter 2001 sales of $1.05 billion. The Company saw modest sales growth in its Residential Furnishings segment, reflecting improving trends in the consumer sectors of the economy. However, the industrial sectors of the economy remain weak, as reflected in the continued year-over-year decline in market demand in the Company's Commercial Furnishings segment.

Same location sales decreased 6.7%, resulting in a $.07 per share decrease in earnings. This earnings decline was more than offset by lower interest and energy expenses, improved cost structure and cost containment efforts, the elimination of goodwill amortization, and a lower effective income tax rate. Interest expense was down due primarily to reduced debt balances and lower interest rates. The lower tax rate during the current quarter is also a result of the elimination of goodwill amortization, a portion of which was non-deductible expense.

Beginning in the second quarter of 2002, the Company expects to experience rising raw material costs related to import fees and duties for sheet steel, lumber, steel rod, and other basic raw materials. The Company has begun notifying customers of price adjustments that will take place to incorporate these higher raw material costs.

Discussion of Segment Results

A description of the products included in each segment, segment sales, segment earnings before interest and taxes (EBIT) and other segment data appear in Note 9 of the Notes to Consolidated Condensed Financial Statements.

Residential Furnishings sales increased 1.8%, with same location sales up ...2%. Upholstered furniture component sales are strong, showing year-over-year growth in the low double digits. These improvements are offset by relatively flat sales in bedding and other residential businesses. Additionally, sales in the first quarter of 2002 reflect two fewer shipping days. EBIT (earnings before interest and income taxes) increased $15.9 million, or 35%, reflecting lower energy costs, increased production and overhead absorption, other cost structure improvements and reduced amortization of $2.0 million.

Commercial Furnishings sales decreased by 17.7%, with increases from acquisitions more than offset by a 23.2%, or $57 million, decline in same location sales. Sales reflect continued weak business conditions in the office and contract furniture markets. In commercial fixtures, market demand remains soft as many customers continue to postpone shipments and delay construction and remodeling projects. EBIT decreased $6.1 million, or 41%, as the earnings impact of the sales decline more than offset lower energy costs and decreased amortization of $2.2 million.

Aluminum Products sales decreased 2.5%. There were no acquisitions within the prior twelve months. EBIT decreased $3.2 million, or 34%, reflecting approximately $3 million of non-recurring inventory and equipment obsolescence charges, about $2 million of which should have been recognized in prior years. The prior year charge relates to immaterial amounts of obsolete machinery identified by unit management in prior periods, but which they did not properly write off in the periods identified. The EBIT impact of reduced sales was fully offset by reduced energy costs and by decreased amortization of $.6 million.

Industrial Materials sales increased 14.4%, reflecting a third quarter 2001 acquisition. Same location sales were up .2%. EBIT increased $2.3 million, or 18%, due to the absence of last year's non-recurring costs.

Specialized Product sales decreased 10.2%, due to a 10.4% decrease in same location sales. Automotive components businesses reported increased sales, reflecting improvements in the consumer sectors of the economy. This increase was more than offset by declining sales in machinery businesses, which continued to reflect weak conditions in the industrial sectors of the economy. EBIT decreased $.5 million, or 5%, with the EBIT impact from lower sales offset by lower amortization of $.8 million and by reductions in other costs.

Forward-Looking Statements

This report and other public reports or statements made from time to time by the Company or its management may contain "forward-looking" statements concerning possible future events, objectives, strategies, trends or results. Such statements are identified either by the context in which they appear or by use of words such as "anticipate," "believe," "estimate," "expect," or the like.

Readers are cautioned that any forward-looking statement reflects only the beliefs of the Company or its management at the time the statement is made. In addition, readers should keep in mind that, 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, the Company does not have and does not undertake any duty to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement was made. For all of these reasons, forward-looking statements should not be relied upon as a prediction of actual future events, objectives, strategies, trends or results.

It is not possible to anticipate and list all of the risks, uncertainties and developments which may affect the future operations or performance of the Company, or which otherwise may cause actual events or results to differ from forward-looking statements. However, some of these risks and uncertainties include the following: the Company's ability to improve operations and realize cost savings, future growth of acquired companies, competitive and general economic and market conditions and risks, such as the rate of economic growth in the United States, inflation, government regulation, interest rates, taxation, and the like; risks and uncertainties which could affect industries or markets in which the Company participates, such as growth rates and opportunities in those industries, or changes in demand for certain products, etc.; and factors which could impact costs, including but not limited to the availability and pricing of raw materials, the availability of labor and wage rates, and fuel and energy costs.

PART II. OTHER INFORMATION

ITEM 2. CHANGES IN SECURITIES

During the first quarter of 2002 the Company issued 8,757 shares of its common stock for consideration of $88,425 in a transaction which qualified for exemption from registration under the Securities Act by virtue of Section 4(2) of the Securities Act. The common stock was issued on January 7, 2002 as a result of the exercise of options granted to one of the Company's outside directors pursuant to the Company's Director Stock Option Plan.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(A) Exhibit 10 - Consulting Agreement between the Company and Bob L. Gaddy, dated March 1, 2002.

Exhibit 12 - Computation of Ratio of Earnings to Fixed Charges

(B) On March 1, 2002, the Company filed a report on Form 8-K under Item 5, Other Events, disclosing the resignation of Mr. Bob L. Gaddy as head of the Registrant's Aluminum Segment and Senior Vice President.

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: May 7, 2002

By: /s/ FELIX E. WRIGHT

Felix E. Wright
President and
Chief Executive Officer

DATE: May 7, 2002

By: /s/ MICHAEL A. GLAUBER

Michael A. Glauber
Senior Vice President,
Finance and Administration

EXHIBIT INDEX

EXHIBIT 10

CONSULTING AGREEMENT

This Consulting Agreement (the "Agreement") is made as of March 1, 2002, between Leggett & Platt, Incorporated (the "Company") and Bob L. Gaddy (the "Consultant").

RECITALS

A. The Company desires Consultant to perform consulting services and Consultant desires to perform such services. The term "Company" also includes subsidiaries and affiliates of the Company.

B. The Company and Consultant entered into a Revised Employment Agreement, effective May 10, 1997 (the "Employment Agreement"). On February 28, 2002, Consultant resigned as an employee of the Company.

AGREEMENT

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

1. Consulting Term. Beginning on March 1, 2002 and ending May 13, 2003, Consultant will act as a consultant to the Company.

2. Duties. Consultant will assist the Company by providing business advice and guidance within Consultant's expertise as the Company may reasonably request. Consultant will devote up to 30 hours per week to his duties under this Agreement. Consultant's services will be carried out primarily in or near Fayetteville, Arkansas. Any travel will be at times and places reasonably agreed to between the parties.

3. Compensation and Expenses. The Company will pay Consultant at a rate of $31,625 per month, prorated for any fractional period. The payments will be made promptly after the end of each month.

The parties recognize that Consultant will incur expenses in connection with his duties hereunder that would not be covered under the Company's policy for reimbursing expenses by consultants. Accordingly, the Company will pay Consultant $25,000 promptly after this Agreement is signed to cover any and all such expenses. In addition, the Company will reimburse Consultant for reasonable expenses (e.g., travel and lodging) incurred in the performance of his duties hereunder in accordance with Company policy.

4. Benefits Under Employment Agreement. Except as otherwise provided below, all rights and benefits of Consultant under the Employment Agreement are terminated and the Company will have no further obligation or liability to Consultant related to his employment with the Company.

   (a) L&P Management Incentive Bonus. Consultant shall be entitled to earn a prorated incentive bonus for 2002 of up to 40% of his annual salary, based on an employment termination date of February 28, 2002. Such bonus will be calculated and paid in accordance with the Company's Key

Management Incentive Compensation Plan. Payment of such bonus, if earned, will be made by February 28, 2003.

(b) Pace Incentive Bonus. The Company will pay Consultant by June 30, 2002 any amounts accrued on his behalf under the Pace Industries, Inc. Revised and Restated Employee Incentive Compensation Plan (currently estimated at $69,520).

(c) Options. Schedule A lists all of the options to purchase Company common stock held by Consultant. All of such options will be exercisable and will expire as indicated on Schedule A.

(d) Other Benefits. Consultant will receive a distribution of the benefits listed on Schedule B that accrued during his employment with the Company. In addition, if permitted by the terms of a Company benefit plan, Consultant may, at his own expense, continue to participate in such benefit plan (e.g., Voluntary Cancer Policy, COBRA payment for health insurance).

5. Confidential Information. During the term of this Agreement and for a period of two (2) years thereafter, Consultant shall not disclose to any person any confidential information obtained by him with respect to any operations, customers, procedures, investments or other financial matters of the Company.

6. Miscellaneous

(a) Early Termination. The Company may terminate this Agreement earlier upon (i) the death of Consultant, (ii) the Consultant's inability or failure to perform his duties hereunder, or (iii) a for "Cause" event as defined in Section 3(c) of the Employment Agreement.

(a) Governing Law. This Agreement will be governed by Missouri law.

(b) Entire Agreement. This Agreement contains all of the understandings of the parties with respect to Consultant's services to the Company and supersedes all employment agreements between the Consultant and the Company. It may not be changed orally, but only by agreement signed by each party.

Signed and entered into as of the date first above written.

CONSULTANT	LEGGETT & PLATT, INCORPORATED
/s/ BOB L. GADDY	By: /s/ FELIX E. WRIGHT
Bob L. Gaddy	Felix E. Wright President and Chief Executive Officer

Schedule A

BOB GADDY STOCK OPTIONS

Grant Date	Expiration Date	Options Granted	Option Price	Options Outstanding	Options Exercisable	
5/13/1996	5/13/2003	188,590	13.69	88,590	88,590	current
5/13/1996	5/13/2003	21,912	13.69	21,912	21,912	current
5/13/1996	5/13/2003	35,000	13.69	35,000	25,000	current
					5,000	5/12/2002
					5,000	5/13/2003
4/12/1999	5/31/2002	35,400	20.00	35,400 (1)	23,600	current
1/2/2001	2/28/2003	13,000	17.69	13,000 (2)	0	current
					4,333	7/2/2002
12/3/2001	12/2/2016	5,467	4.32	5,467 (3)	0	current
					5,467	12/3/2002
Totals		299,369		199,369	178,902	

(1) 11,800 shares will not become exercisable before the Expiration Date.
(2) 8,666 shares will not become exercisable before the Expiration Date.
(3) Calculated as follows:

Compensation deferred:

Salary	$64,223
Mgmt. Incentive	$16,925
Pre-tax benefits	$ (758)
	$80,390

Options granted:

$$\frac{80{,}390}{21.61 - (21.61 * 20\%)} * 1.176 = 5{,}467$$

BOB GADDY BENEFITS Schedule B

Program	Benefit Payable (Est.) Cash	Stock
Pace 401(k)	$34,357 (1)	
Executive Stock Purchase Program (ESPP)	$ 1 (2)	5,404
Executive Stock Unit Program (ESUP)		187 (3)
Stock Award Program	$ 5,295 (4)	7,596
Totals	$39,653	13,187 (5)

(1) To be made in lump sum distribution
(2) Cash balance remaining in account will be refunded.
(3) Stock units will be converted to common stock. Shares will be determined based on FMV of stock on distribution date. Payment is subject to income tax withholding at distribution.
(4) Amounts accrued for dividends and interest will be paid in cash.
(5) The totals in the stock column include the year-end stock match.

EXHIBIT 12

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

	Three Months Ended		Twelve Months Ended December 31,				
	3/31/02	3/31/01	2001	2000	1999	1998	1997
Earnings							
Income from continuing operations before income tax	$ 87.4	$72.9	$297.3	$418.6	$462.6	$395.6	$333.3
Interest expense (excluding amount capitalized)	11.3	17.2	58.8	66.3	43.0	38.5	31.8
Portion of rental expense under operating leases representative of an interest factor	3.0	2.7	10.6	9.4	8.2	6.7	6.1
Total earnings	$101.7	$92.8	$366.7	$494.3	$513.8	$440.8	$371.2
Fixed charges							
Interest expense (including amount capitalized)	$ 11.7	$17.6	$ 60.2	$ 67.7	$ 44.0	$ 39.2	$ 32.7
Portion of rental expense under operating leases representative of an interest factor	3.0	2.7	10.6	9.4	8.2	6.7	6.1
Total fixed charges	$ 14.7	$20.3	$ 70.8	$ 77.1	$ 52.2	$ 45.9	$ 38.8
Ratio of earnings to fixed charges	6.9	4.6	5.2	6.4	9.8	9.6	9.6

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