

LEGGETT & PLATT INC  
Form 8-K  
May 17, 2011

**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) May 12, 2011

**LEGGETT & PLATT, INCORPORATED**

(Exact name of registrant as specified in its charter)

Missouri  
(State or other jurisdiction  
of incorporation)

001-07845  
(Commission  
File Number)

44-0324630  
(IRS Employer  
Identification No.)

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**No. 1 Leggett Road, Carthage, MO**

**(Address of principal executive offices)**

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

**64836**

**(Zip Code)**

**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 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of shareholders on May 12, 2011. In connection with this meeting, proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934. Matters voted upon were (1) the election of twelve directors, (2) the ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011, (3) an advisory vote on named executive officer compensation, (4) an advisory vote concerning the frequency of future votes on named executive officer compensation, and (5) a shareholder proposal requesting the addition of sexual orientation and gender identity to the Company's written non-discrimination policy. The number of votes cast for and against, as well as abstentions and broker non-votes, with respect to each matter, as applicable, are set out below.

**1. Proposal One: Elections of Directors.** All twelve nominees for director listed in the proxy statement were elected to hold office until the next annual meeting of shareholders or until their successors are elected and qualified, with the following vote:

| DIRECTOR NOMINEE        | FOR             | AGAINST       | ABSTAIN     | BROKER<br>NON-VOTE |
|-------------------------|-----------------|---------------|-------------|--------------------|
| Robert E. Brunner       | 108,149,239.820 | 2,126,299.712 | 143,868.772 | 16,852,898         |
| Ralph W. Clark          | 108,947,213.278 | 1,358,875.488 | 113,494.538 | 16,852,723         |
| R. Ted Enloe, III       | 104,234,219.550 | 6,073,983.555 | 111,205.199 | 16,852,898         |
| Richard T. Fisher       | 107,027,453.603 | 3,276,491.814 | 115,462.887 | 16,852,898         |
| Matthew C. Flanigan     | 102,859,205.365 | 7,436,137.719 | 124,065.220 | 16,852,898         |
| Karl G. Glassman        | 108,884,920.115 | 1,278,355.585 | 256,132.604 | 16,852,898         |
| Ray A. Griffith         | 110,099,838.747 | 179,622.074   | 139,947.483 | 16,852,898         |
| David S. Haffner        | 108,767,489.317 | 1,266,523.810 | 385,395.177 | 16,852,898         |
| Joseph W. McClanathan   | 108,211,540.661 | 2,065,862.408 | 142,005.235 | 16,852,898         |
| Judy C. Odom            | 108,076,078.750 | 2,208,441.228 | 134,888.326 | 16,852,898         |
| Maurice E. Purnell, Jr. | 108,959,670.044 | 1,345,870.200 | 113,868.060 | 16,852,898         |
| Phoebe A. Wood          | 108,098,966.871 | 2,186,162.198 | 134,279.235 | 16,852,898         |

**2. Proposal Two: Ratification of Selection of Independent Registered Public Accounting Firm.** The ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 was approved with the following vote:

| FOR             | AGAINST       | ABSTAIN     | BROKER<br>NON-VOTE |
|-----------------|---------------|-------------|--------------------|
| 125,451,804.156 | 1,533,045.594 | 287,281.554 | 175                |

**3. Proposal Three: Advisory Vote on Executive Compensation.** The advisory vote to approve the Company's named executive officer compensation package as described in the Executive Compensation section of the Company's proxy statement (commonly known as "Say-on-Pay") consisted of the following:

| FOR             | AGAINST       | ABSTAIN     | BROKER<br>NON-VOTE |
|-----------------|---------------|-------------|--------------------|
| 102,090,885.754 | 8,075,434.321 | 252,938.229 | 16,853,048         |

**4. Proposal Four: Frequency of Future Advisory Votes on Executive Compensation.** The advisory vote concerning the frequency of future Say-on-Pay votes on named executive officer compensation consisted of the following:

| Every<br>1 YEAR | Every<br>2 YEARS | Every<br>3 YEARS | ABSTAIN     | BROKER<br>NON-VOTE |
|-----------------|------------------|------------------|-------------|--------------------|
| 57,681,789.367  | 861,883.627      | 51,511,756.186   | 363,979.124 | 16,852,898         |

In light of this vote, the Board determined to include a Say-on-Pay advisory vote in its proxy materials annually, until the next annual meeting at which an advisory vote on the frequency of Say-on-Pay votes is conducted.

**5. Proposal Five: Shareholder Proposal Requesting the Addition of Sexual Orientation and Gender Identity to the Company's Written Non-Discrimination Policy.** The shareholder proposal was defeated with the following vote:

| FOR            | AGAINST        | ABSTAIN       | BROKER<br>NON-VOTE |
|----------------|----------------|---------------|--------------------|
| 39,509,212.458 | 56,538,687.756 | 14,371,508.09 | 16,852,898         |

**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: May 17, 2011

By: */s/* JOHN G. MOORE  
**John G. Moore**  
**Senior Vice President Chief Legal & HR Officer**

**and Secretary**