

LEGGETT & PLATT INC
Form 4
July 30, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOWNES JOSEPH D JR

(Last) (First) (Middle)

NO 1 LEGGETT ROAD

(Street)

CARTHAGE, MO 64836

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LEGGETT & PLATT INC [LEG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/28/2014 | | M | 12,642 A \$ 20.51 | 117,750.4893 | D | |
| Common Stock | 07/28/2014 | | F | 9,346 D \$ 33.59 | 108,404.4893 | D | |
| Common Stock | 07/28/2014 | | M | 38,200 A \$ 23.14 | 146,604.4893 | D | |
| Common Stock | 07/28/2014 | | F | 31,443 D \$ 33.59 | 115,161.4893 | D | |
| Common Stock | 07/28/2014 | | M | 24,366 A \$ 23.14 | 139,527.4893 | D | |
| | 07/28/2014 | | F | 20,055 D | 119,472.4893 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|----------|----------|--------------|---|------------------------------------|
| Common Stock | | | | | \$ 33.59 | | | | |
| Common Stock | 07/28/2014 | | M | 26,475 | A | \$ 23.61 | 145,947.4893 | D | |
| Common Stock | 07/28/2014 | | F | 20,853 | D | \$ 33.59 | 125,094.4893 | D | |
| Common Stock | 07/28/2014 | | M | 6,460 | A | \$ 27.09 | 131,554.4893 | D | |
| Common Stock | 07/28/2014 | | F | 5,565 | D | \$ 33.59 | 125,989.4893 | D | |
| Common Stock | 07/28/2014 | | M | 20,200 | A | \$ 28.02 | 146,189.4893 | D | |
| Common Stock | 07/28/2014 | | F | 17,806 | D | \$ 33.59 | 128,383.4893 | D | |
| Common Stock | 07/28/2014 | | S | 40,365 | D | \$ 33.59 | 88,018.4893 | D | |
| Common Stock | 07/28/2014 | | S | 27,640 | D | \$ 33.59 | 63,060 | I | by Wife's Living Trust |
| Common Stock | | | | | | | 16,332 | I | by Joseph D Downes Jr Living Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | \$ 20.51 | 07/28/2014 | | M | | 12,642 | 07/04/2011 ⁽¹⁾ | 01/03/2020 | 12,642 |

| Stock Options (Right to Buy) | Exercise Price | Grant Date | Expiration Date | Number of Shares | Underlying Instrument | Expiration Date | Common Stock | Number of Shares |
|---------------------------------------|----------------|------------|-----------------|------------------|-----------------------|---------------------------|--------------|---------------------|
| Employee Stock Options (Right to Buy) | \$ 23.14 | 07/28/2014 | | 38,200 | M | 07/03/2012 ⁽²⁾ | 12/31/2020 | Common Stock 38,200 |
| Employee Stock Options (Right to Buy) | \$ 23.14 | 07/28/2014 | | 24,366 | M | 07/03/2013 ⁽³⁾ | 12/31/2021 | Common Stock 24,366 |
| Stock Options (Right to Buy) | \$ 23.61 | 07/28/2014 | | 26,475 | M | 07/03/2008 ⁽⁴⁾ | 01/03/2017 | Common Stock 26,475 |
| Stock Options (Right to Buy) | \$ 27.09 | 07/28/2014 | | 6,460 | M | 12/31/2005 | 12/20/2014 | Common Stock 6,460 |
| Stock Options (Right to Buy) | \$ 28.02 | 07/28/2014 | | 20,200 | M | 08/09/2006 ⁽⁵⁾ | 02/08/2015 | Common Stock 20,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DOWNES JOSEPH D JR NO 1 LEGGETT ROAD CARTHAGE, MO 64836 | | | Senior Vice President | |

Signatures

/s/ S. Scott Luton,
by POA

07/30/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The option became exercisable in three annual installments beginning July 4, 2011 (12,641 in 2011; 12,642 in 2012; 12,642 in 2013).

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- (2) The option became exercisable in three annual installments beginning July 3, 2012 (12,733 in 2012; 12,733 in 2013; 12,734 in 2014).
- (3) The option became exercisable in three annual installments beginning July 3, 2013 (12,183 in 2013; 12,183 in 2014; 12,184 in 2015).
- (4) The option became exercisable in three annual one-third installments beginning July 3, 2008.
- (5) The option became exercisable in three annual installments beginning August 9, 2006 (6,733 in 2006; 6,733 in 2007; 6,734 in 2008).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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