

HANOVER INSURANCE GROUP, INC.
Form SC 13G/A
January 30, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No: 4)

THE HANOVER INSURANCE GROUP INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

410867105

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 410867105

(1) Names of reporting persons. BlackRock, Inc.

(2) Check the appropriate box if a member of a group
(a)

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form SC 13G/A

(b) [X]

(3) SEC use only

(4) Citizenship or place of organization

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power

2559869

(6) Shared voting power

None

(7) Sole dispositive power

2734859

(8) Shared dispositive power

None

(9) Aggregate amount beneficially owned by each reporting person

2734859

(10) Check if the aggregate amount in Row (9) excludes certain shares

(11) Percent of class represented by amount in Row 9

6.2%

(12) Type of reporting person

HC

Item 1.

Item 1(a) Name of issuer:

THE HANOVER INSURANCE GROUP INC.

Item 1(b) Address of issuer's principal executive offices:

440 Lincoln Street
Worcester MA 01653

Item 2.

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form SC 13G/A

2(a) Name of person filing:

BlackRock, Inc.

2(b) Address or principal business office or, if none, residence:

BlackRock Inc.
40 East 52nd Street
New York, NY 10022

2(c) Citizenship:

See Item 4 of Cover Page

2(d) Title of class of securities:

Common Stock

2(e) CUSIP No.:

See Cover Page

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- Broker or dealer registered under Section 15 of the Act;
- Bank as defined in Section 3(a)(6) of the Act;
- Insurance company as defined in Section 3(a)(19) of the Act;
- Investment company registered under Section 8 of the Investment Company Act of 1940;
- An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form SC 13G/A

Amount beneficially owned:

2734859

Percent of class

6.2%

Number of shares as to which such person has:

Sole power to vote or to direct the vote

2559869

Shared power to vote or to direct the vote

None

Sole power to dispose or to direct the disposition of

2734859

Shared power to dispose or to direct the disposition of

None

Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of

THE HANOVER INSURANCE GROUP INC..

No one person's interest in the common stock of

THE HANOVER INSURANCE GROUP INC.

is more than five percent of the total outstanding common shares.

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form SC 13G/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity.

See Item 5.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 17, 2014
BlackRock, Inc.

Signature: Matthew J. Fitzgerald

Name/Title Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form SC 13G/A

representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

Subsidiary

BlackRock Advisors (UK) Limited
BlackRock Advisors, LLC
BlackRock Asset Management Canada Limited
BlackRock Asset Management Ireland Limited
BlackRock Capital Management
BlackRock Financial Management, Inc.
BlackRock Fund Advisors
BlackRock Fund Management Ireland Limited
BlackRock Institutional Trust Company, N.A.
BlackRock International Limited
BlackRock Investment Management (Australia) Limited
BlackRock Investment Management (UK) Ltd
BlackRock Investment Management, LLC
BlackRock Japan Co Ltd
BlackRock Life Limited

*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

Exhibit B

POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, United States (the "Company"), does hereby make, constitute and appoint each of Matthew Mallow, Howard Surloff, Edward Baer, Bartholomew Battista, Dan Waltcher, Karen Clark, Daniel Ronnen, John Stelley, Brian Kindelan, John Blevins, Richard Froio, Matthew Fitzgerald and Con Tzatzakis acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form SC 13G/A

amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall expressly revoke the power of attorney dated 30th day of November, 2011 in respect of the subject matter hereof, shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 10th day of July, 2012.

BLACKROCK, INC.

By: _ /s/ Chris Leavy
Name: Chris Leavy
Title: Chief Investment Officer

nt>

Company
2,661,502

2,557,239

Participant
3,182,130

3,036,514

Rollovers and other
124,055

134,210

Contributions

5,967,687

5,727,963

Net additions

8,705,554

54,569,546

Deductions

Benefit payments

21,475,507

13,127,205

Administrative fees

311,333

120,431

Transfers to Leggett & Platt, Incorporated

401(k) Plan and Trust

1,876

435,244

Total deductions

21,788,716

13,682,880

Net (decrease) increase

(13,083,162

)

40,886,666

NET ASSETS AVAILABLE FOR BENEFITS

BEGINNING OF YEAR

185,841,255

144,954,589

END OF YEAR

\$
172,758,093

\$
185,841,255

The accompanying notes are an integral part of these financial statements.

Leggett & Platt, Incorporated
 Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS
 December 31, 2015 and 2014

NOTE A - DESCRIPTION OF PLAN

The following description of the Leggett & Platt, Incorporated (L&P or the Company) Stock Bonus Plan (Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering employees of L&P, certain subsidiaries and affiliates who meet eligibility requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan qualifies as an Employee Stock Ownership Plan (ESOP). The plan was restated effective January 1, 2016.

Eligibility of Employees

Eligible employees are defined as non-bargaining employees at branches covered by the Plan or employees who are members of a collective bargaining unit, the representatives of which have successfully bargained for inclusion in the Plan. Eligible employees can begin participation in the Plan on the first day of January or July following or coincident with the completion of one year (and 1,000 hours of service for part-time and temporary employees only). The contribution formula that applies to a participant is determined by the participant's compensation in the year immediately preceding the current year.

Employees considered "highly compensated" under Section 414(q) of the Internal Revenue Code of 1986 (IRC) are not eligible to participate.

Contributions

The Plan has two contribution formulas. Which formula is applicable is determined by the amount of the participant's compensation, as defined by the Plan, in the year preceding the first year of eligibility. Under Formula 1, L&P's matching contribution is 50% of the participant's deferral amount up to 6% of compensation in excess of a stated annual amount. The stated amount is established each year. Under Formula 2, L&P's matching contribution is 50% of the participant's deferral amount up to 2% of compensation. Participants should refer to the Summary Plan Description for detailed information regarding these contribution formulas.

Starting July 1, 2013, the Plan allows "Roth" contributions to the Plan. These contributions are made on an after tax basis subject to the rules contained in the IRC.

For both the years ending December 31, 2015 and 2014, employee contributions are subject to limitations described within the IRC. Additionally, for any year in which certain profitability levels have been attained, as defined by the Plan, L&P may make an additional discretionary contribution in an amount not to exceed 50% of participants' contributions during such year. Company contributions, when made, are primarily in the form of common stock.

	Year ended December 31			
	2015		2014	
	Employee	Employer	Employee	Employer
Cash Contributions	\$753,803	\$528,389	\$679,568	\$505,455
Common Stock Contributions	2,428,327	2,133,113	2,356,946	2,051,784
	\$3,182,130	\$2,661,502	\$3,036,514	\$2,557,239

Leggett & Platt, Incorporated
Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

NOTE A - DESCRIPTION OF PLAN - CONTINUED

A participant may sell some or all existing shares of L&P stock acquired through employee contributions and invest the proceeds in the other investment options offered by the Plan. After completion of three years of service with 1,000 hours, participants can also diversify the investment of some or all of the shares acquired through employer contributions.

Participants who are entitled to diversify their existing shares under these rules may also elect to diversify future participant and employer contributions. If such an election is made, future contributions will be invested directly in the other investment options offered by the Plan, rather than in L&P stock.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings.

Vesting and Distributions

Participants are always 100% vested in their employee contributions and rollover accounts. The Plan has adopted a vesting method under which Company contributions will vest after the participant has completed three years of service with 1,000 hours. At December 31, 2015 and 2014, forfeited non-vested accounts totaled \$5,896 and \$7,543, respectively. These accounts will be used to reduce future employer contributions. Also, in 2015 and 2014, employer contributions were reduced by \$7,263 and \$4,144, respectively from forfeited non-vested accounts. Upon retirement, death or disability, participants or their beneficiaries are entitled to the full value of their account, including Company contributions. Upon termination of employment for other reasons, participants are entitled to receive the full value of their account representing participant contributions and the vested portion of their account representing Company contributions. In-service withdrawals are allowed by participants after reaching age 59 1/2. For participants with vested balances of \$1,000 or less, payment of that amount will be completed as soon as reasonably practicable upon termination. Participants with balances of more than \$1,000 may elect to receive payment in regular annual installments for up to 15 years, a lump sum payment (made directly to participant or in the form of a direct rollover) or a combination of the two.

Plan Trustee

Wells Fargo Bank, N.A., the sole trustee of the Plan, holds all Plan assets and pays benefits in accordance with information submitted by L&P, the Plan administrator.

Administrative Expenses

Most administrative expenses incurred are paid by and reflected in the financial statements of the Plan. Effective September 2, 2014, expenses related to the investment funds are paid from participants' accounts and are reflected in the financial statements of the Plan. Any Company-paid expenses are not reflected in the financial statements of the Plan.

Plan Termination

Although it has not expressed any intent to do so, L&P has the right, by action of its Board of Directors, to terminate the Plan at any time.

New Accounting Guidance

In July 2015, the Financial Accounting Standard Board (FASB) issued Accounting Standard Update (ASU) 2015-12 simplifying or eliminating some of the financial statement reporting and disclosures that were previously required for employee benefit plans. This ASU (i) requires fully benefit-responsive investment contracts to be measured, presented and disclosed at contract value rather than fair value; (ii) simplifies the investment disclosures; and (iii) provides a measurement date practical expedient for employee benefit plans. The new standard takes effect in 2016, and we are evaluating its impact on the Plan's future financial statements.

Leggett & Platt, Incorporated
Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting, except for benefit payments, which are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investments

The fair value of mutual fund and common stock investments is based upon quoted market prices as of the close of business on the last day of the year. These are classified within level 1 of the valuation hierarchy as the quoted price is in an active market.

Common trust funds are valued at the reported unit value, exclusive of the adjustment to contract value, which is derived from the fair value of the underlying investments. These are classified within level 2 of the valuation hierarchy because the unit value is quoted on a private market that is not active, however, the unit value is based on underlying investments which are traded on an active market. See Note D for further information regarding the valuation hierarchy.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment Contracts

The Wells Fargo Stable Return Fund N invests all assets in Wells Fargo Stable Return Fund G, a collective trust fund sponsored by the trustee. The Wells Fargo Stable Return Fund G is a fully benefit-responsive fund which seeks to provide investors with a moderate level of stable income without principal volatility. The primary underlying investments held by the Wells Fargo Stable Return Fund G are guaranteed investment contracts. An investment in the Fund results in the issuance of a given number of participation units. Wells Fargo Bank, N.A., the manager of the fund, determines the purchase price and redemption price of the units, which is generally equal to the total value of each asset held by the fund, less any liabilities, divided by the total number of units outstanding at the valuation date. Redemptions of units are redeemed at the Unit Value at contract value. The estimated fair value of the fund is net asset value, exclusive of the adjustment to contract value. As a benefit-responsive fund, this fund generally permits plan participant redemptions daily. As of December 31, 2015 and December 31, 2014, there were no unfunded commitments or restrictions on redemptions.

Income Taxes

The Plan obtained its latest determination letter on September 23, 2013, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC and therefore not subject to tax. The Plan has been amended since receiving the determination letter. The Company intends to re-submit the Plan, including amendments, to the IRS in accordance with the time schedule set out by the IRS. However, L&P believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and conforms to the requirements of ERISA.

With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2012.

Leggett & Platt, Incorporated
 Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
 December 31, 2015 and 2014

NOTE C – INVESTMENTS

The following investments represent 5 percent or more of the Plan's net assets:

	December 31,	
	2015	2014
Leggett & Platt, Incorporated common stock, 3,317,000 and 3,581,438 shares, respectively	\$ 139,380,340	\$ 152,605,073

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	Year Ended December 31,	
	2015	2014
Common Stock	\$(1,245,207)	\$42,425,020
Common Trust Funds	146,477	631,229
Mutual Funds	(737,733)	975,206
	\$(1,836,463)	\$44,031,455

Interest and dividends realized on the Plan's investments for the years ended December 31, 2015 and 2014 were \$4,568,698 and \$4,805,135, respectively.

Information on the fully benefit-responsive contract relating to the guaranteed common trust fund portion carried at fair value is as follows:

	2015		2014	
Average yield	1.83	%	1.40	%
Crediting interest rate at December 31	1.79	%	1.64	%
Fair value	\$4,555,701		\$5,414,411	
Contract value	\$4,533,033		\$5,339,199	

Leggett & Platt, Incorporated
Stock Bonus PlanNOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

NOTE D – FAIR VALUE MEASUREMENTS

ASC Topic 820, Fair Value Measurements, specifies a fair value hierarchy and defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The primary area in which the Plan utilizes fair value measurements is valuing the Plan's investments. See Note B for discussions of the methodologies and assumptions used to determine the fair value of the Plan's investments. There have been no significant changes in the valuation techniques during the year ended December 31, 2015. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices for identical assets or liabilities in active markets.

Level 2: Other significant inputs observable either directly or indirectly (including quoted market prices for similar securities, interest rates, yield curves, credit risk, etc.)

Level 3: Unobservable inputs that are not corroborated by market data.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2015 and 2014.

Assets at Fair Value as of December 31, 2015

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Index funds	\$9,707,311	\$—	\$—	\$9,707,311
Stock funds	4,986,483	—	—	4,986,483
Balanced funds	5,416,728	—	—	5,416,728
Total mutual funds	20,110,522	—	—	20,110,522
Common stock	139,380,340	—	—	139,380,340
Common trust funds	—	10,787,896	—	10,787,896
Total assets at fair value	\$159,490,862	\$10,787,896	\$—	\$170,278,758

Leggett & Platt, Incorporated
Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2015 and 2014

NOTE D – FAIR VALUE MEASUREMENTS - CONTINUED

Assets at Fair Value as of December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds:				
Index funds	\$10,200,787	\$—	\$—	—\$10,200,787
Stock funds	5,431,401	—	—	5,431,401
Balanced funds	4,574,091	—	—	4,574,091
Total mutual funds	20,206,279	—	—	20,206,279
Common stock	152,605,073	—	—	152,605,073
Common trust funds	—	10,758,831	—	10,758,831
Total assets at fair value	\$172,811,352	\$10,758,831	\$—	—\$183,570,183

NOTE E – NONPARTICIPANT-DIRECTED INVESTMENTS

Net assets (including investments and receivables) relating to nonparticipant-directed investments were approximately \$36,000 and \$13,000 for 2015 and 2014, respectively. The significant components of the changes in net assets relating to the nonparticipant-directed investments are as follows:

	Year Ended December 31,	
	2015	2014
Changes in Net Assets:		
Net investment income	\$1,000	\$5,000
Company contributions	30,000	12,000
Benefit payments	(5,000)	(1,000)
Net transfers to participant directed investments	(3,000)	(28,000)
	\$23,000	\$(12,000)

Nonparticipant-directed investments consist of common stock of L&P, the Plan sponsor.

Leggett & Platt, Incorporated
 Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
 December 31, 2015 and 2014

NOTE F - PARTIES-IN-INTEREST TRANSACTIONS

Expenses paid to parties-in-interest aggregated \$311,333 and \$120,431 for December 31, 2015 and 2014, respectively. Effective September 2, 2014, expenses related to the parties-in-interest are no longer paid by the Company. The vast majority of parties-in-interest fees were paid to Wells Fargo. The Company provides certain administrative services at no cost to the Plan. The Plan holds units of participation in investments funds of Wells Fargo Bank, N.A., the sole trustee of the Plan. The Plan also holds shares of common stock of L&P, the plan sponsor. The fair value of these holdings is set forth in the table below:

	December 31,	
	2015	2014
Wells Fargo Bank, N.A.	\$9,079,449	\$9,250,862
Leggett and Platt, Incorporated	139,380,340	152,605,073

These transactions are allowable party-in-interest transactions under Section 408(b) (8) of ERISA and the regulations promulgated thereunder.

NOTE G – SUBSEQUENT EVENTS

Subsequent to December 31, 2015 the L&P Board of Directors resolved to make a discretionary contribution of \$1,311,854 to the Plan for the 2015 plan year. This contribution was made in the first quarter of 2016.

NOTE H – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially adversely affect the participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits. The financial statements have been prepared using values and information currently available to the Plan.

Leggett & Platt, Incorporated
 Stock Bonus Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED
 December 31, 2015 and 2014

NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS FROM FORM 5500

The following is a reconciliation of net assets available for benefits according to the financial statements to Form 5500:

	December 31,	
	2015	2014
Net assets available for benefits per the financial statements	\$ 172,758,093	\$ 185,841,255
Amounts allocated to excess contributions	117	—
Net assets available for benefits per Form 5500	\$ 172,758,210	\$ 185,841,255

The following is a reconciliation of contributions made to the Plan according to the financial statements to Form 5500:

	December 31,	
	2015	2014
Contributions made to the Plan per the financial statements	\$ 5,967,687	\$ 5,727,963
Amounts allocated to excess contributions	117	—
Contributions made to the Plan per Form 5500	\$ 5,967,804	\$ 5,727,963

Amounts allocated to excess contributions for 2015 are recorded on Form 5500 for corrective refunds that have not been processed and approved for payment until 2016. The transactions were fully corrected on March 2, 2016.

SUPPLEMENTAL SCHEDULES

Leggett & Platt, Incorporated
 Stock Bonus Plan
 EIN 44-0324630 PN 004

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
 December 31, 2015

(a) (b) Identity of Issuer	(c) Description of investment	(e) Current value (1)	
* Leggett & Platt, Incorporated	Common stock	\$139,344,340	
* Leggett & Platt, Incorporated	Common stock	36,000	#
Dodge & Cox	Dodge & Cox Stock Fund	4,986,483	
* Wells Fargo	WF Stable Return Fund N	4,555,701	
* Wells Fargo	WF Enhanced Stock Market Fund N	4,523,748	
Vanguard	Vanguard S&P M/C 400 Index Fund	2,778,753	
Vanguard	Vanguard FTSE All World	2,764,079	
Vanguard	Vanguard Growth Index Fund	2,594,460	
SSgA	SSgA Passive Bond Market Index	1,708,447	
Vanguard	Small Cap Index Fund	1,570,019	
Vanguard	Vanguard Instl Target Retirement Fund 2020	1,350,741	
Vanguard	Vanguard Instl Target Retirement Fund 2025	1,318,265	
Vanguard	Vanguard Instl Target Retirement Fund 2030	776,701	
Vanguard	Vanguard Instl Target Retirement Fund 2040	556,673	
Vanguard	Vanguard Instl Target Retirement Fund 2035	450,134	
Vanguard	Vanguard Instl Target Retirement Fund 2015	429,327	
Vanguard	Vanguard Instl Target Retirement Fund 2010	166,958	
Vanguard	Vanguard Instl Target Retirement Inc. Fund	108,640	
Vanguard	Vanguard Instl Target Retirement Fund 2045	108,247	
Vanguard	Vanguard Instl Target Retirement Fund 2050	101,004	
Vanguard	Vanguard Instl Target Retirement Fund 2055	29,602	

Vanguard	Vanguard Instl Target Retirement Fund 2060	20,436
Total investments at fair value		170,278,758
Adjustment from fair value to contract value for fully benefit-responsive investments contracts		(22,668)
Total investments		\$ 170,256,090

(1) See Note B of Notes to Financial Statements regarding carrying value of investments.

*Investments in securities of parties-in-interest to the Plan.

#Represents non-participant directed investments. The cost basis of this investment approximated \$32,000.

Leggett & Platt, Incorporated
 Stock Bonus Plan
 EIN 44-0324630 PN 004

Schedule H, Line 4j - Schedule of Reportable Transactions (1)
 Year Ended December 31, 2015

(a) Identity of party involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current value of asset on transaction date	(i) Net Gain or (Loss)
Series of Transactions						
Leggett & Platt, Inc.	Common Stock	\$4,722,103	\$—	\$4,722,103	\$4,722,103	\$—
Leggett & Platt, Inc.	Common Stock	\$—	\$12,126,428	\$6,246,173	\$12,126,428	\$5,880,255

(1) Transactions or series of transactions involving amounts greater than 5% of total assets of the Plan at the beginning of the year.

Exhibit List.

Exhibit No. Document Description

Exhibit 23 Consent of BKD, LLP

15

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

LEGGETT & PLATT, INCORPORATED
STOCK BONUS PLAN

Date: June 14, 2016 By: /s/ JOHN G. MOORE

John G. Moore
Senior Vice President - Chief Legal & HR Officer
and Plan Administrative Committee Chair

EXHIBIT INDEX

Exhibit No. Document Description

Exhibit 23 Consent of BKD, LLP

17