

**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):  
February 8, 2005

**Roper Industries, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other  
Jurisdiction of Incorporation)

**1-12273**  
(Commission  
File Number)

**51-0263969**  
(IRS Employer  
Identification Number)

**2160 Satellite Blvd., Suite 200, Duluth, Georgia**  
(Address of Principal Executive Offices)

**30097**  
(Zip Code)

**Registrant's telephone number, including area code: (770) 495-5100**

**Not Applicable**

(Former Name or 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:

- 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 2.02. Results of Operations and Financial Condition.**

On February 8, 2005, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the year ended December 31, 2004. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company gives its projections for adjusted diluted earnings per share for fiscal 2004 excluding inventory revaluation costs from the acquisition of Neptune Technology Group Holdings, Inc. ("Neptune") and the effects from the December 13, 2004 acquisition of TransCore Holdings, Inc. ("TransCore") and related financing initiatives. The Company believes it is appropriate to add back inventory revaluation costs from the acquisition of Neptune and the effects from the acquisition of TransCore and related financing initiatives to diluted earnings per share because these items are not indicative of the Company's core operating performance. Management used this adjusted measure of diluted earnings per share during fiscal 2004 to assess the Company's performance and believes it is important for investors to be able to evaluate the Company using the same measures used by management. The Company also believes that analysts and other investors have used similar measures to value the Company and its performance during 2004. The Company believes that diluted earnings per share is the most directly comparable GAAP financial measure to adjusted diluted earnings per share excluding inventory revaluation costs from the acquisition of Neptune and the effects from the acquisition of TransCore and related financing initiatives.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Exhibits.*

99.1 Press Release of the Company dated February 8, 2005.

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.

ROPER INDUSTRIES, INC.

Date: February 8, 2005

By: \_\_\_\_\_ /s/ BRIAN D. JELLISON  
Brian D. Jellison  
Chairman of the Board, President and Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number

Description

99.1

Press Release of the Company dated February 8, 2005.

**Contact Information:**

Chris Hix  
Director of Investor Relations  
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**Roper Industries, Inc.**

**FOR IMMEDIATE RELEASE**

**Roper Industries Updates 2004 Guidance**

**Duluth, Georgia, February 8, 2005. . . Roper Industries, Inc. (NYSE: ROP)** will provide updated guidance at an investor conference today for its 2004 adjusted diluted earnings per share of \$2.67-\$2.69, versus previous guidance of \$2.58-\$2.70. This updated guidance continues to reflect Roper's core operating results and excludes the acquisition of TransCore and the related \$5-6 million estimated non-cash write-off of deferred financing costs, net of tax, as well as the estimated \$2 million non-cash inventory revaluation charge in connection with the acquisition of Neptune Technology Group Holdings, Inc., or NTGH. The Company previously announced that it will report its final results on February 23, 2005.

Webcast information and a copy of today's presentation are available on the Company's website at [www.roperind.com](http://www.roperind.com).

**About Roper Industries**

Roper Industries is a diversified industrial growth company providing engineered products and solutions for global niche markets. Additional information about Roper Industries, including registration for Company's press releases via email, is available on the Company's website, [www.roperind.com](http://www.roperind.com).

**Non-GAAP Financial Information**

The Company's forecasted adjusted diluted earnings per share is a non-GAAP financial measure. The most directly comparable GAAP measure is not currently available because the Company's results are still being reviewed internally and by its independent registered public accounting firm. The Company expects its diluted earnings per share to differ from its adjusted earnings per share due to the non-cash write-off of deferred financing costs in connection with its acquisition of TransCore and the NTGH inventory revaluation charge. The Company expects TransCore's operations will not have a material effect on the Company's 2004 diluted earnings per share.

**Safe Harbor Statement**

The information provided in this press release contains forward looking statements within the meaning of the federal securities laws. These forward looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of performance. They involve risks and uncertainties, which could cause actual results to differ materially from those contained in any forward looking statement. Important risk factors include those discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2003, and are discussed in subsequent filings with the SEC. You should not place undue reliance on any forward looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

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