SEC Form 4

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
KEY DERRICK N	ROPER INDUSTRIES INC /DE/ [ROP]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2003	Officer (give title below) Other (specify below)
145 RENFREW DRIVE		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/24/2003	6. Individual or Joint/Group Filing (Check Applicable Line)
ATHENS GA 30605		X Form filed by One Reporting Person
(City) (State) (Zip)		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	11/20/2003		M		7,680	A	$16.5	39,680[(1)]	D	
Common Stock	11/20/2003		M		24,320	A	$16.5	64,000[(1)]	D	
Common Stock	11/20/2003		F		2,587	D	$48.98	61,413[(1)]	D	
Common Stock	11/20/2003		F		8,192	D	$48.98	53,221[(1)]	D	
Common Stock[(2)]	09/30/2003[(3)]		A		41.7	A	$0.00[(4)]	19,265.1[(1)]	I	By 401(k) Plan
Common Stock								210,127.8[(1)]	I	By Key Family Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Amendment to correctly state the number of shares beneficially owned.

2. Transaction exempt from Section 16(b) of the Act pursuant to Rule 16b-3(c) reported voluntarily, representing accruals in 401(k) plan throughout quarter, plus reinvested dividends.

3. Reflects shares beneficially owned as of this date, which were acquired on various dates during quarter.

4. Various.

Derrick N. Key, by Christopher H. Privette, his attorney-in-fact pursuant to Power of Attorney dated September 18, 2002 on file with the Commission   02/10/2004

** Signature of Reporting Person   Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.