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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 1998

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___________ to ______________.

Commission File Number 1-12273

ROPER INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	51-0263969
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

160 BEN BURTON ROAD BOGART, GEORGIA	30622
(Address of principal executive offices)	(Zip Code)

(706) 369-7170
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

The number of shares outstanding of the Registrant's common stock as of June 8, 1998 was 31,254,418.

ROPER INDUSTRIES, INC.

REPORT ON FORM 10-Q FOR THE QUARTER ENDED APRIL 30, 1998

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ROPER INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS (UNAUDITED)
(In thousands, except per share data)

	Three Months Ended April 30,		Six Months Ended April 30,	
	1998	1997	1998	1997
Net sales	$95,995	$67,019	$186,094	$122,127
Cost of sales	47,580	30,049	92,212	55,721
Gross profit	48,415	36,970	93,882	66,406
Selling, general and administrative expenses	30,745	20,539	58,471	40,166
Income from operations	17,670	16,431	35,411	26,240
Interest expense	1,753	1,209	3,562	2,511
Other income	184	220	555	447
Earnings before income taxes	16,101	15,442	32,404	24,176
Income taxes	5,467	5,296	11,050	8,200
Net earnings	$10,634	$10,146	$ 21,354	$ 15,976
Net earnings per common and common equivalent share*:				
Basic	$ 0.34	$ 0.34	$ 0.69	$ 0.53
Diluted	$ 0.33	$ 0.32	$ 0.67	$ 0.51
Weighted average common and common equivalent shares outstanding*:				
Basic	31,138	30,279	31,054	30,249
Diluted	32,016	31,233	31,936	31,030

* Prior year data has been restated giving effect to the 2-for-1 stock split in the form of a 100% stock dividend that was paid in August 1997.

See accompanying notes to condensed consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

ASSETS	April 30, 1998	October 31, 1997
	(Unaudited)	
CURRENT ASSETS:		
Cash and cash equivalents	$ 10,744	$ 649
Accounts receivable	71,054	78,752
Inventories	55,292	50,199
Other current assets	3,293	2,290
Total current assets	140,383	131,890
PROPERTY, PLANT AND EQUIPMENT:		
Cost	66,863	63,002
Accumulated depreciation and amortization	(34,627)	(31,607)
Property, plant and equipment, net	32,236	31,395
OTHER ASSETS:		
Intangible assets, net	200,860	154,255
Other assets	14,474	11,780
Total other assets	215,334	166,035
TOTAL ASSETS	$387,953	$329,320

LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 15,127	$ 15,654
Accrued liabilities	28,280	25,231
Income taxes payable	3,595	1,564
Current portion of long-term debt	3,875	2,487
Total current liabilities	50,877	44,936
NONCURRENT LIABILITIES:		
Long-term debt	130,268	99,638
Other noncurrent liabilities	7,646	6,877
Total noncurrent liabilities	137,914	106,515
STOCKHOLDERS' EQUITY:		
Common stock	312	309
Additional paid-in capital	66,132	61,950
Cumulative translation adjustments	(1,449)	(937)
Retained earnings	134,167	116,547
Total stockholders' equity	199,162	177,869
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$387,953	$329,320

See accompanying notes to condensed consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

	Six Months Ended April 30,	
	1998	1997
Cash flows from operating activities:		
Net income	$ 21,354	$ 15,976
Depreciation and amortization	6,829	5,076
Other, net	16,456	(5,984)
Net cash provided by operating activities	44,639	15,068
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(62,053)	-
Capital expenditures	(2,735)	(1,788)
Net cash used in investing activities	(64,788)	(1,788)
Cash flows from financing activities:		
Proceeds from long-term debt	37,290	3,825
Principal payments on long-term debt	(5,000)	(14,174)
Dividends paid on common stock	(3,734)	(2,734)
Other	1,871	1,198
Net cash provided by (used in) financing activities	30,427	(11,885)
Effect of exchange rate changes on cash	(183)	(66)
Net increase in cash and cash equivalents	10,095	1,329
Cash and cash equivalents, beginning of period	649	423
Cash and cash equivalents, end of period	$ 10,744	$ 1,752

See accompanying notes to condensed consolidated financial statements.

NOTE 1. BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements for the three-month and six-month periods ended April 30, 1998 and 1997 are unaudited. In the opinion of management, the accompanying unaudited consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the financial position, results of operations and cash flows of Roper Industries, Inc. (the "Company") and its subsidiaries for all periods presented.

Management of the Company has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in accordance with generally accepted accounting principles. Actual results could differ from those estimates.

The results of operations are not necessarily indicative of the results to be expected for the full fiscal year. It is recommended that these unaudited condensed consolidated financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 1997 Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

NOTE 2. ACQUISITIONS

Effective December 1, 1997, the Company acquired the outstanding common stock of EG&G Flow Technology, Inc. for cash consideration of $10.0 million. The company was subsequently renamed FTI Flow Technology, Inc. ("Flow Technology"). Flow Technology, based in Phoenix, Arizona, manufactures and markets turbine flow meters, calibrators and emissions measurement equipment for aerospace, automotive and industrial markets. Flow Technology is a member of the Company's Fluid Handling segment.

On February 27, 1998, a subsidiary of the Company acquired the assets of Acton Research Corporation ("Acton") for cash consideration of $8.9 million and approximately 75,000 restricted shares of the Company's common stock with a quoted market valuation at the time of issuance of $2.2 million. Acton, based in Acton, Massachusetts, manufactures and markets spectrometers, monochromators and optical components and coatings for various high-end analytical applications. Acton is a member of the Company's Analytical Instrumentation segment.

On March 31, 1998, the Company acquired the outstanding common stock of Photometrics, Ltd. ("Photometrics") for cash consideration of $36.3 million.

Photometrics, based in Tucson, Arizona, is a leading manufacturer and marketer of extremely sensitive cooled CCD cameras and detectors for primary and applied research markets. Subsequent to the acquisition of Photometrics, it was merged into the Company's Princeton Instruments, Inc. ("Princeton") subsidiary, a manufacturer and marketer of similar products. The combined company was renamed Roper Scientific, Inc. ("Roper Scientific") which will manage its Arizona- and New Jersey-based operations as separate divisions. Roper Scientific is a member of the Company's Analytical Instrumentation segment.

On April 30, 1998, a subsidiary of the Company acquired the assets of PMC/BETA Limited Partnership ("PMC/BETA") for cash consideration of $6.5 million. PMC/BETA, based in Natick, Massachusetts, manufactures and markets vibration monitoring equipment. PMC/BETA is a member of the Company's Industrial Controls segment.

All of the acquisitions reported thus far during fiscal 1998 have been accounted for as purchases. The consideration paid (payments to sellers and direct costs incurred by the Company) has been allocated to the net assets acquired based upon their fair values. The excess of the purchase price over the fair values of the net assets acquired is being amortized using the straight-line method over lives ranging from 15 to 25 years. Only the operating results of these companies subsequent to their being acquired are included in the Company's consolidated results.

NOTE 3. LONG-TERM DEBT

In February 1998, the Company entered into a five-year agreement to essentially convert $50 million of its variable-rate debt to fixed-rate debt at an interest rate of slightly less than 6%. At April 30, 1998, the accumulated difference between the variable-rate debt and the fixed-rate debt was not significant.

In May 1998, the Company entered into another five-year agreement to essentially convert an additional $25 million of its variable-rate debt to fixed-rate debt at an interest rate of slightly less than 6%.

NOTE 4. BASIC AND DILUTED EARNINGS PER COMMON AND COMMON EQUIVALENT SHARE

Basic earnings per share of common stock is calculated by dividing net earnings by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per common equivalent share include common stock equivalents in the determination of average shares outstanding. The Company's common stock equivalents consist of stock options.

NOTE 5. SUPPLEMENTAL CASH FLOW INFORMATION

A summary of supplemental cash flow information for the six months ended April 30, 1998 and 1997 is as follows (in thousands):

	1998	1997
Cash paid during the period for:		
Interest	$ 3,117	$3,407
Income taxes	$11,633	$8,277
Net assets of businesses acquired:		
Fair value of assets, including goodwill	$69,441	$ -
Liabilities assumed	(5,452)	-
Common stock issued	(1,936)	-
Cash paid, net of cash acquired	$62,053	$ -

NOTE 6. INVENTORIES

Inventories are summarized below (in thousands):

	April 30, 1998	October 31, 1997
Raw materials and supplies	$26,794	$25,729
Work in process	16,614	13,715
Finished products	13,575	12,398
Less LIFO reserve	(1,691)	(1,643)
Total	$55,292	$50,199

NOTE 8. INDUSTRY SEGMENTS

Sales and operating profit by industry segment are set forth in the following table (in thousands):

	Three Months Ended April 30,			Six Months Ended April 30,		
	1998	1997	Change	1998	1997	Change
Net sales:						
Industrial Controls	$42,508	$26,322	61.5%	$85,069	$43,297	96.5%
Fluid Handling	27,039	24,855	8.8%	51,275	47,008	9.1%
Analytical Instrumentation	26,448	15,842	66.9%	49,750	31,822	56.3%
Total	$95,995	$67,019	43.2%	$186,094	$122,127	52.4%
Gross profit:						
Industrial Controls	$22,013	$15,950	38.0%	$42,595	$25,561	66.6%
Fluid Handling	12,030	11,363	5.9%	22,924	21,571	6.3%
Analytical Instrumentation	14,372	9,657	48.8%	28,363	19,274	47.2%
Total	$48,415	$36,970	31.0%	$93,882	$66,406	41.4%
Operating profit (a):						
Industrial Controls	$9,375	$6,836	37.1%	$18,345	$8,389	118.7%
Fluid Handling	6,387	6,916	-7.6%	12,035	13,023	-7.6%
Analytical Instrumentation	3,670	3,927	-6.5%	8,416	7,414	13.5%
Total	$19,432	$17,679	9.9%	$38,796	$28,826	34.6%

(a) Operating profit is before any allocation for corporate general and administrative expenses. Corporate general and administrative expenses were $1,762 and $1,248 for the three months ended April 30, 1998 and 1997, respectively. These expenses were $3,385 and $2,586 for the six months ended April 30, 1998 and 1997, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended October 31, 1997 and Note 8 to the Company's Condensed Consolidated Financial Statements included elsewhere in this Report.

RESULTS OF OPERATIONS

GENERAL

The following table presents certain information relating to the operations of the Company expressed as a percentage of net sales.

	THREE MONTHS ENDED APRIL 30,		SIX MONTHS ENDED APRIL 30,	
	1998	1997	1998	1997
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	49.6%	44.8%	49.6%	45.6%
Gross profit	50.4%	55.2%	50.4%	54.4%
SG&A expenses	32.0%	30.7%	31.4%	32.9%
Income from operations	18.4%	24.5%	19.0%	21.5%
Interest expense	1.8%	1.8%	1.9%	2.1%
Other income	0.2%	0.3%	0.3%	0.4%
Earnings before income taxes	16.8%	23.0%	17.4%	19.8%
Income taxes	5.7%	7.9%	5.9%	6.7%
Net earnings	11.1%	15.1%	11.5%	13.1%

The profit margins for each segment are listed below as a percentage of net sales.

	THREE MONTHS ENDED APRIL 30,		SIX MONTHS ENDED APRIL 30,	
	1998	1997	1998	1997
Gross profit:				
Industrial Controls	51.8%	60.6%	50.1%	59.0%
Fluid Handling	44.5%	45.7%	44.7%	45.9%
Analytical Instrumentation	54.3%	61.0%	57.0%	60.6%
Operating profit (a):				
Industrial Controls	22.1%	26.0%	21.6%	19.4%
Fluid Handling	23.6%	27.8%	23.5%	27.7%
Analytical Instrumentation	13.9%	24.8%	16.9%	23.3%

(a) Before allocation of corporate general and administrative expenses

THREE MONTHS ENDED APRIL 30, 1998 COMPARED TO 1997

The Company's core (excludes Gazprom) sales increased 43% for the three months ended April 30, 1998 compared to the three months ended April 30, 1997. Total Industrial Controls sales increased 62% due mostly to the May 1997 acquisition of Petrotech, Inc. ("Petrotech") and a 22% increase at Amot Controls. Sales to Gazprom (reported as part of Industrial Controls) were $9.0 million this quarter compared to $6.0 million during the second quarter of last year. Fluid Handling sales increased 9% due mostly to the December 1997 acquisition of Flow Technology, a 14% increase at Fluid Metering and despite a 24% decrease at Integrated Designs (which continues to experience adverse business conditions in the semiconductor equipment industry). Analytical Instrumentation sales increased 67% due mostly to the recent acquisitions of four companies and despite a 17% decline at Gatan (due to lower bookings in the first quarter of fiscal 1998 resulting from economic uncertainties in Europe and Asia). The largest of the Analytical Instrumentation acquisitions were Princeton in May 1997 and Photometrics in March 1998. Princeton and Photometrics, both digital imaging companies, have since been merged to form Roper Scientific, but are operated as separate divisions.

Changes in gross profit are mostly due to the recently acquired companies and changes in sales. The comparative gross profit percentage for the Industrial Controls segment is adversely affected by Petrotech, which historically experiences lower returns than the segment's other units. Excluding Petrotech, the Industrial Controls gross profit percentage would have been 61.4% (vs. 60.6% for the second quarter last year). The decline in Fluid Handling's gross profit percentages is attributable to Cornell Pump. Gross profit percentage for Analytical Instrumentation decreased primarily due to the results of Acton, Photometrics and Princeton, which reported a combined gross profit of 45.8%. This segment's gross profit percentage would have been 61.1% without these three companies. Princeton and Petrotech had the greatest effect on the comparability of the Company's overall gross profit percentages. Without these two companies the gross profit percentage would have been 55.2%, or the same as the second quarter of last year.

Selling, general and administrative ("SG&A") expenses increased 50% for the three months ended April 30, 1998 compared to the three months ended April 30, 1997 due mostly to the expenses associated with the recent acquisitions. As a percentage of sales, SG&A expenses are relatively consistent between periods.

Interest expense increased $544,000 for the three months ended April 30, 1998 compared to the three months ended April 30, 1997 principally due to higher debt levels resulting from the acquisition of six companies since April 30, 1997 (excluding PMC/BETA, acquired on April 30, 1998). A large portion of the acquisition costs consisted of cash. In February 1998, the Company entered into a five-year agreement to essentially convert $50 million of its variable-rate debt to fixed-rate debt at an interest rate of slightly less than 6%. In May 1998, the Company entered into another five-year agreement to essentially convert an additional $25 million of its variable-rate debt to fixed-rate debt at an interest rate of slightly less than 6%.

The Company's effective tax rate was 34.0% for the three months ended April 30, 1998 compared to 34.3% for the three months ended April 30, 1997. The Company's income tax policy throughout a fiscal year is to adjust its quarterly provision based on its most current estimate of its effective income tax rate for the entire year. At this time during each of the past two years, that rate has been approximately 34%. The Company currently estimates that its effective income tax rate for fiscal 1998 will be approximately 34%. The effective tax rate for fiscal 1997 was 34.0%.

Sales order bookings were $101.0 million during the three months ended April 30, 1998 compared to $67.8 million for the second quarter last year, an increase of 49% (up 58% excluding Gazprom, which placed $9.6 million of orders during the 1998 quarter). On a pro forma basis, bookings were 16% higher this year compared to last year. Compared to the three months ended April 1997, second quarter bookings in fiscal 1998 were $43.0 million, up 39%, in Industrial Controls (up 59% excluding Gazprom), $28.6 million, up 24%, in Fluid Handling and $29.4 million, up 116%, in Analytical Instrumentation. Most of these increases were due to the contributions from recently acquired companies.

Sales order backlog was $91.5 million at April 30, 1998 compared to $71.0 million at April 30, 1997.

SIX MONTHS ENDED APRIL 30, 1998 COMPARED TO 1997

The Company's core sales increased 42% for the six months ended April 30, 1998 compared to the six months ended April 30, 1997. Total Industrial Controls sales increased 96% due mostly to the May 1997 acquisition of Petrotech and a 29% increase at Amot Controls. Sales to Gazprom (reported as part of Industrial Controls) were $21.7 million for the six months ended April 30, 1998 compared to $6.4 million during the first six months of last fiscal year. Fluid Handling sales increased 9% due mostly to the December 1997 acquisition of Flow Technology. Analytical Instrumentation sales increased 56% due mostly to the recent acquisitions of four companies and despite a 15% decline at Gatan (due to lower bookings in the first quarter of fiscal 1998 resulting from economic uncertainties in Europe and Asia).

Changes in gross profit are mostly due to the recently acquired companies and changes in sales. The comparative gross profit percentage for the Industrial Controls segment is adversely affected by Petrotech, which historically experiences lower returns than the segment's other units. Excluding Petrotech, the Industrial Controls gross profit percentage would have been 59.7% (vs. 59.0% for the first six months of last year). The decline in Fluid Handling's gross profit percentage is attributable to Cornell Pump. Gross profit percentage for Analytical Instrumentation decreased primarily due to the results of Acton, Photometrics and Princeton, which reported a combined gross profit of 49.5%. This segment's gross profit percentage would have been 61.9% without these three companies. Princeton and Petrotech had the greatest effect on the comparability of the Company's overall gross profit percentages. Without these two companies the gross profit percentage would have been 54.8%, or slightly ahead of the 54.4% reported for the first six months of last year.

SG&A expenses increased 47% for the six months ended April 30, 1998 compared to the six months ended April 30, 1997 due mostly to the expenses associated with the recent acquisitions. As a percentage of sales, SG&A expenses are slightly lower for the six months ended April 30, 1998 compared to the first six months of last fiscal year.

Interest expense increased $1.1 million for the six months ended April 30, 1998 compared to the three months ended April 30, 1997 principally due to higher debt levels resulting from the acquisition of six companies since April 30, 1997 (excluding PMC/BETA).

The Company's effective tax rate was 34.1% for the six months ended April 30, 1998 compared to 33.9% for the six months ended April 30, 1997. The Company's income tax policy throughout a fiscal year is to adjust its quarterly provision based on its most current estimate of its effective income tax rate for the entire year. At this time during each of the past two years, that rate has been approximately 34%.

Sales order bookings were $189.2 million during the six months ended April 30, 1998 compared to $138.0 million for the first six months of last year, an increase of 37%. On a pro forma basis, bookings were 7% higher this year compared to last year. Compared to the six months ended April 1997, first half bookings in fiscal 1998 were $87.5 million, up 39%, in Industrial Controls, $51.9 million, up 19%, in Fluid Handling and $49.7 million, up 60%, in Analytical Instrumentation. Most of these increases were due to the contributions from recently acquired companies.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Working capital was $89.5 million at April 30, 1998 compared to $87.0 million at October 31, 1997. Total debt was $134.1 million at April 30, 1998 compared to $102.1 million at October 31, 1997. The debt to total capitalization ratio was 40.2% at April 30, 1998 compared to 36.5% at October 31, 1997.

Since October 31, 1997, the Company's cash costs for acquisitions have been $10.0 million for Flow Technology, $8.9 million for Acton, $36.3 million for Photometrics and $6.5 million for PMC/BETA. The acquisition of Acton also included the issuance of Roper common stock with a quoted market value of $2.2 million.

The assets and liabilities of these companies at their respective acquisition dates also account for many of the changes in the Company's financial condition components between October 31, 1997 and April 30, 1998. The amounts below are in thousands.

	10/31/97	Acquired Companies	Other Activity	04/30/98
Accounts receivable	$ 78,752	$ 6,851	$(14,549)	$ 71,054
Inventories	50,199	7,465	(2,372)	55,292
Other current assets	2,290	1,533	(530)	3,293
Property and equipment	31,395	1,263	(422)	32,236
Intangible assets	154,830	50,168	(4,138)	200,860
Other noncurrent assets	11,780	2,161	533	14,474
Accounts payable	(15,654)	(2,497)	3,024	(15,127)
Accrued liabilities	(25,231)	(2,955)	(94)	(28,280)
Income taxes payable	(1,564)	-	(2,031)	(3,595)
Other noncurrent liabilities	(6,877)	-	(769)	(7,646)

The decrease in accounts receivable is mostly due to a reduction in balances receivable from Compressor Controls customers in its CIS/Eastern Europe region of approximately $7 million. Included in the remaining receivables is $3.7 million due from a customer in this region (not RAO Gazprom) for which the Company is evaluating its alternatives to pursue collection. The underlying sales that generated this accounts receivable balance occurred nearly two years ago. Until the Company more fully evaluates its alternatives, a valuation allowance has not been deemed warranted.

Over the past several years, the Company has been anticipating Gazprom putting in place a satisfactory financing mechanism related to a turbomachinery controls supply agreement with the Company's Compressor Controls unit. Gazprom has advised the Company that such a financing arrangement has been established with a Gazprom-wholly owned European bank to more easily facilitate the payment terms the Company has requested and more consistently achieve scheduled shipment dates. This financing arrangement is expected to be available over the next five years for up to $128 million of additional turbomachinery controls purchases. However, the Company's business with Gazprom will continue to be subject to political and other uncertainties, which could adversely affect the timing and amount of future shipments and cannot be assured.

The Company believes that internally generated cash flows and the remaining unused credit under its $200 million credit facility will be adequate to finance normal operating and further acquisition requirements. Although the Company maintains an active acquisition program, any further acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on the Company's activities, financial condition and results of operations.

The Company anticipates that the newly acquired companies as well as the existing companies will generate positive cash flows, and that the cash flows from all operating companies will permit the reduction of currently outstanding debt at a pace consistent with that which the Company recently has experienced. However, the rate at which the Company can reduce its debt for the remainder of fiscal 1998 and beyond (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions, the financial performance of its existing companies and the receipt, timing and shipments of new orders from Gazprom and cannot be predicted with certainty.

Capital expenditures total $2.7 million for the six months ended April 30, 1998. For the year ending October 31, 1998, total expenditures are estimated to be similar to the $5.0 million that was spent in fiscal 1997.

The Financial Accounting Standards Board has issued Statement of Financial Accounting Standards ("SFAS") 130--Reporting Comprehensive Income, SFAS 131--Disclosures about Segments of an Enterprise and Related Information and SFAS 132--Employers' Disclosures about Pensions and Other Postretirement Benefits that will be applicable to the Company in fiscal 1999. Once adopted, none of these standards is expected to significantly affect the Company's disclosures.

FORWARD LOOKING INFORMATION

The information provided elsewhere in this report, in other Company filings with the Securities and Exchange Commission, and in other press releases and public disclosures contains forward-looking statements about the Company's businesses and prospects as to which there are numerous risks and uncertainties which generally are beyond the Company's control. Some of these risks include the level and timing of future business with Gazprom and other Eastern European customers and the future operating results of the newly acquired companies. There is no assurance that these and other risks and uncertainties will not have an adverse impact on the Company's future operations, financial condition, or financial results.

PART II. OTHER INFORMATION

ITEM 2. RECENT SALES OF UNREGISTERED SECURITIES

During the second quarter ended April 30, 1998, the Company negotiated and completed on February 27, 1998 the acquisition of all of the operating assets of Acton Research Corporation for $8.9 million in cash and 75,241 newly issued shares of restricted common stock of the Company with an agreed-upon value of $2.2 million. These shares were not registered with the Securities and Exchange Commission in reliance upon the exemption from such registration afforded under Section 4(2) of the Securities Act of 1933, as amended, principally because of the limited number of persons to whom the shares were issued. The acquisition agreement provided that the number of shares paid at closing was to be determined by the average of the per share closing prices of the Company's common stock reported by the NYSE for each of several days before and after the closing date.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company held its 1998 Annual Meeting on February 20, 1998. Of the 30,992,634 shares eligible to vote at the meeting, 23,448,323 were present either in person or by proxy, 2,398,799 of which were entitled to five votes per share (based on a required holding period for the shares). The following proposals were voted upon as follows:

Proposal 1: Election of four directors. All of the following nominees were elected by at least 99.80% of the votes cast.

	For	Withheld
W. Lawrence Banks	32,993,983	49,536
Luitpold von Braun	32,978,383	65,136
John F. Fort III	32,993,403	50,116
Wilbur J. Prezzano	32,984,173	59,346

Continuing directors whose terms expire at either the 1999 Annual Meeting or the 2000 Annual Meeting are as follows:

Donald G. Calder	1999
Derrick N. Key	1999
Christopher Wright	1999
E. Douglas Kenna	2000
George L. Ohrstrom, Jr.	2000
Georg Graf Schall-Riaucour	2000
Eriberto R. Scocimara	2000

Proposal 2: Amendment of the 1991 Stock Option Plan to limit to 100,000 the number of shares of the Company's common stock for which options may be granted to any single employee during any fiscal year. This proposal was approved by 97.72% of the votes cast.

For	Against	Abstentions	Broker Non-Votes
32,290,704	501,935	250,880	None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

*2	Agreement and Plan of Reorganization dated March 27, 1998, by and among Roper Industries, Inc., Roper Acquisition Corp., Photometrics, Ltd. and certain stockholders of Photometrics, Ltd.
**3.1	Amended and Restated Certificate of Incorporation, including Form of Certificate of Designation, Preferences and Rights of Series A Preferred Stock.
***3.2	Amended and Restated By-Laws.
****4.01	Rights Agreement between Roper Industries, Inc. and SunTrust Bank, Atlanta, Inc. as Rights Agent, dated as of January 8, 1996, including Certificate of Designation, Preferences and Rights of Series A Preferred Stock (Exhibit A), Form of Rights Certificate (Exhibit B) and Summary of Rights (Exhibit C).
***4.02	Third Amended and Restated Credit Agreement dated May 15, 1997 by and between Roper Industries, Inc., and NationsBank N.A. (South) and the lender parties thereto.
*****10.01	Lease of Milwaukee, Oregon facility.
**10.02	1991 Stock Option Plan, as amended. +
******10.03	Non-employee Director Stock Option Plan. +
*****10.04	Form of Indemnification Agreement. +
**10.05	Consulting Agreement (G.L. Ohrstrom & Co.). +
**10.06	Consulting Agreement (E.D. Kenna). +
*******10.11	Labor Agreement.
27	Financial Data Schedule.

b. Reports on Form 8-K

Report dated April 15, 1998, filed April 15, 1998 reporting under Item 2 thereof the Company's acquisition of Photometrics, Ltd.

---

* Incorporated herein by reference to the Roper Industries, Inc. Current Report on Form 8-K filed April 15, 1998.

** Incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 21, 1998.

*** Incorporated herein by reference to the Roper Industries, Inc. Current Report on Form 8-K filed June 2, 1997.

**** Incorporated herein by reference to the Roper Industries, Inc. Current Report on Form 8-K filed January 18, 1996.

***** Incorporated herein by reference to the Roper Industries, Inc. Registration Statement (No. 33-44665) on Form S-1 filed December 20, 1991.

****** Incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 28, 1994.

******* Incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 25, 1996.

\+ Management contract or compensatory plan or agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Derrick N. Key - ---------------------- Derrick N. Key	President and Chief Executive Officer	June 8, 1998
/s/ Martin S. Headley - ---------------------- Martin S. Headley	Vice President and Chief Financial Officer	June 8, 1998
/s/ Kevin G. McHugh - ---------------------- Kevin G. McHugh	Controller	June 8, 1998

EXHIBIT INDEX
TO REPORT ON FORM 10-Q

Number	Exhibit
2	Agreement and Plan of Reorganization dated March 27, 1998, by and among Roper Industries, Inc., Roper Acquisition Corp., Photometrics, Ltd. and certain stockholders of Photometrics, Ltd. incorporated herein by this reference to Roper Industries, Inc. Report on Form 8-K dated April 15, 1998, and filed April 15, 1998.
3.1	Amended and Restated Certificate of Incorporation, including Form of Certificate of Designation, Preferences and Rights of Series A Preferred Stock incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 21, 1998.
3.2	Amended and Restated By-Laws incorporated herein by reference to the Roper Industries, Inc. Current Report on Form 8-K filed June 2, 1997.
4.01	Rights Agreement between Roper Industries, Inc. and SunTrust Bank, Atlanta, Inc. as Rights Agent, dated as of January 8, 1996, including Certificate of Designation, Preferences and Rights of Series A Preferred Stock (Exhibit A), Form of Rights Certificate (Exhibit B) and Summary of Rights (Exhibit C) incorporate herein by reference to the Roper Industries, Inc. Current Report on Form 8-K filed January 18, 1996.
4.02	Third Amended and Restated Credit Agreement dated May 15, 1997 by and between Roper Industries, Inc., and NationsBank N.A. (South) and the lender parties thereto incorporated herein by reference to the Roper Industries, Inc. Current Report on Form 8-K filed June 2, 1997.
10.01.1	Lease of Milwaukee, Oregon facility incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 28, 1994.
10.01.2	1991 Stock Option Plan, as amended, incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 21, 1998.
10.01.3	Non-employee Director Stock Option Plan incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 28, 1994.
10.01.4	Form of Indemnification Agreement incorporated herein by reference to he Roper Industries, Inc. Registration Statement (No. 33-44665) on Form S-1 filed December 20, 1991.
10.01.5	Consulting Agreement (G.L. Ohrstrom & Co.) incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 21, 1998.
10.01.6	Consulting Agreement (E.D. Kenna) incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 21, 1998.
10.11	Labor Agreement incorporated herein by reference to the Roper Industries, Inc. Annual Report on Form 10-K filed January 25, 1996.
27	Financial Data Schedule.

5
1,000

6-MOS
OCT-31-1998
NOV-01-1997
APR-30-1998
10,744
0
71,054
0
55,292
140,383
66,863
34,627
387,953
50,877
0
312
0
0
198,850
387,953
186,094
186,094
92,212
92,212
0
0
3,562
32,404
11,050
21,354
0
0
0
21,354
0.69
0.67