

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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 16, 2006**

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**ROPER INDUSTRIES, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

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

**51-0263969**  
(IRS Employer  
Identification No.)

**2160 Satellite Blvd., Suite 200**  
**Duluth, Georgia**  
(Address of principal executive offices)

**30097**  
(Zip Code)

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

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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## Section 5 – Corporate Governance and Management

### Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 16, 2006, Roper Industries, Inc. (the “Company”) filed a certificate with the Secretary of State of the State of Delaware to terminate the Certificate of Designation, Preferences and Rights of Series A Preferred Stock, previously filed with the Secretary of State of the State of Delaware on January 10, 1996. As a result of the filing of the certificate, the Company will have 2,000,000 shares of preferred stock, \$0.01 par value per share; authorized with none outstanding, in addition to its authorized shares of common stock. The Board of Directors has the authority to issue the undesignated preferred stock in one or more series, fix the rights, preferences, privileges, and restrictions granted to or imposed on such shares and fix the number of shares constituting any series and the designation of such series.

The Series A Preferred Stock had been authorized in connection with the Rights Agreement between Roper Industries, Inc. and SunTrust Bank, Atlanta, Inc. as Rights Agent, dated as of January 8, 1996 (the “Rights Agreement”). The Rights Agreement expired on January 8, 2006.

A copy of the certificate is attached as Exhibit 3.1 to this Current Report and incorporated herein by reference.

### Item 9.01 Financial Statements and Exhibits.

- (a) Financial statements of business acquired – Not applicable
- (b) Pro Forma financial information – Not applicable
- (c) Exhibits –

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 3.1                | Certificate Eliminating References to the Company’s Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated November 16, 2006. |

**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.**

/s/ David B. Liner

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David B. Liner

Vice President, General Counsel and Secretary

Date: November 17, 2006

CERTIFICATE ELIMINATING  
REFERENCE TO A SERIES  
OF SHARES OF STOCK FROM THE  
CERTIFICATE OF INCORPORATION

OF

ROPER INDUSTRIES, INC.

Pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, it is hereby certified that:

1. The name of the corporation (hereinafter referred to as the "Company") is Roper Industries, Inc.

2. The designation of the series of shares of stock of the corporation to which this certificate relates is the Series A Preferred Stock, \$ .01 par value per share.

3. The voting powers, designations, preferences, and the relative, participating, optional, or other rights, and the qualifications, limitations, and restrictions of this Series A Preferred Stock are set forth in the Certificate of Designation, Preferences and Rights of Series A Preferred Stock that was filed with the Secretary of State of the State of Delaware on January 10, 1996.

4. The Board of Directors of the corporation has adopted the following resolution:

**WHEREAS, as a result of the expiration of the Rights Plan, no shares of Series A Preferred Stock are outstanding, and none will be issued pursuant to the Certificate of Designation, Preferences and Rights of Series A Preferred Stock, previously filed with the Secretary of State of the State of Delaware on January 10, 1996.**

\* \* \* \* \*

**FURTHER RESOLVED, that the proper officers of the Company be and hereby are authorized and directed to file a certificate setting forth these resolutions with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Certificate of Incorporation of the Company all reference**

**to the Series A Preferred Stock, and returning such shares to the status of Preferred stock, \$0.01 par value per share; and be it**

5. The effective time of this certificate shall be November 16, 2006.

Dated November 16, 2006

/s/ David B. Liner

Name: David B. Liner

Title: Vice President, General Counsel and  
Secretary