

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

October 25, 2007

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DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

**ROPER INDUSTRIES, INC.**

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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

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(STATE OR OTHER JURISDICTION OF INCORPORATION)

**1-12273**

**51-0263969**

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(COMMISSION FILE NUMBER)

(IRS EMPLOYER IDENTIFICATION NO.)

**6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, FLORIDA**

**34240**

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(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

**(941) 556-2601**

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(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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(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 communication 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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Item 2.02 Results of Operations and Financial Condition.

On October 25, 2007, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the second quarter ended September 30, 2007. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company uses a non-GAAP financial measure EBITDA. EBITDA is defined as net earnings plus (a) interest expense, (b) income taxes and (c) depreciation and amortization. The Company believes EBITDA is an important indicator of operational strength and performance of the Company's business because it provides a link between profitability and operating cash flow. EBITDA as calculated by the Company is not necessarily comparable to similarly titled measures reported by other companies. In addition, EBITDA: (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund the Company's cash flow needs; and (c) should not be considered as an alternative to net earnings, operating income, cash flows from operating activities or the Company's other financial information determined under GAAP. The Company believes that the line on the Company's consolidated statement of operations entitled net earnings is the most directly comparable GAAP measure to EBITDA.

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 October 25, 2007.

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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.**

(Registrant)

BY: /s/ John Humphrey

\_\_\_\_\_  
John Humphrey,  
Vice President and Chief Financial Officer

Date: October 25, 2007

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of the Company dated October 25, 2007



Roper Industries, Inc.

**Contact Information:**

Investor Relations  
+1 (941) 556-2601  
investor-relations@roperind.com

**Roper Industries Announces Record Third Quarter Results**

**Diluted Earnings Per Share of \$0.70; Sales Up 25%;  
Net Earnings up 28% to \$65 Million; Operating Cash Flow of \$91 Million**

**Sarasota, Florida, October 25, 2007 ... Roper Industries, Inc. (NYSE: ROP)** reported results for the third quarter ended September 30, 2007 that again exceeded performance in any quarter in the Company's history. Diluted earnings per share (DEPS) were \$0.70 compared to \$0.56 in the third quarter of 2006. Net earnings were up 28% to \$65 million compared to the third quarter 2006. The tax rate for the quarter was 35.0% compared to 33.8% in the third quarter 2006. Third quarter net sales were \$533 million, an increase of 25% over the comparable period in the prior year. Excluding acquisitions, internal sales increased 16%, including a 2% benefit from foreign exchange. Net orders were \$533 million, an increase of \$97 million over the third quarter of 2006; excluding acquisitions, internal orders were up 12%.

"We continue to have exceptional internal sales and orders growth, and our recent acquisitions have performed well across the board," said Brian Jellison, Roper's Chairman, President and CEO. "The combination of this growth and our strong operating performance enabled us to increase EBITDA to a record \$137 million with EBITDA margins reaching 25.8%. We are pleased to have delivered operating cash flow of \$91 million, which represents 17% of net sales, and cash conversion of 140%. Despite challenges in the Imaging Segment, we achieved operating margins of 21.3%, up 80 basis points from 2006. We are pleased that Roper passed two important milestones in the quarter, with trailing twelve months (TTM) EBITDA exceeding \$500 million and TTM sales exceeding \$2 billion for the first time in our history."

Roper's acquisition pipeline remains full and the Company has taken additional steps to refine its portfolio of businesses. The Company exercised an option to acquire Black Diamond Advanced Technology, a designer and manufacturer of rugged devices. Roper has exited Redlake Motion through a transaction involving the contribution of working capital and product lines to Integrated Design Tools, Inc., an engineering company specializing in automotive markets and motion technology, with a production hub in Shanghai, China designed to serve the Asian market. In exchange, Roper received a minority, non-controlling interest in the combined business. Roper expects to benefit from these actions in 2008.

Roper's strong order growth was led by the RF and Energy Segments. Strong growth in the Industrial Segment was partially offset by Neptune's comparison to third quarter 2006, when orders were up 38%; Neptune's backlog is 8% higher at the end of the third quarter of 2007 compared to the end of the third quarter of 2006. Continued strength in sales and orders in Roper's businesses reflect the importance of the Company's participation in many secular growth markets.

As a result of its strong third quarter performance and outlook for the remainder of the year, Roper is increasing its full year DEPS guidance from \$2.60 - \$2.66 to \$2.63 - \$2.67 and establishing fourth quarter DEPS guidance of \$0.72 - \$0.76. Roper now expects full year EBITDA in excess of \$525 million and operating cash flow of \$320 million or more. The Company's guidance does not include benefits from future acquisitions, but does include the dilutive effect of the Company's senior subordinated convertible notes based on the stock price on September 30, 2007.

**Conference Call to be Held at 10:00 AM (ET) Tomorrow**

A conference call to discuss these results has been scheduled for 10:00 AM ET on Friday, October 26, 2007. The call can be accessed via webcast or by dialing +1 (888) 801-6506 or +1 (913) 312-0839, using access code 1997489. Webcast information and conference call materials will be made available in the "Investor" section of Roper's website (www.roperind.com) prior to the start of the call. Telephonic replays will be available for up to two weeks by calling +1 (719) 457-0820 and using the access code 1997489.

Table 1: EBITDA (Millions)

	<u>Q4</u> <u>2006</u>	<u>Q1</u> <u>2007</u>	<u>Q2</u> <u>2007</u>	<u>Q3</u> <u>2007</u>	<u>2007E</u>
Net Earnings	\$57	\$51	\$61	\$65	\$245+
Add: Interest Expense	12	13	13	13	54+
Add: Income Taxes	29	28	32	35	131+
Add: Depreciation and Amortization	22	23	24	24	95+
Rounding	(1)	=	=	=	=
EBITDA	119	115	130	137	525+

Table 2: Cash Conversion

	<u>Q3 2007</u>
Operating Cash Flow	\$91
Divided by: Net Earnings	65

## About Roper Industries

Roper Industries is a market-driven, diversified growth company with trailing twelve month revenues of \$2.0 billion, and is a component of the Fortune 1000, S&P MidCap 400 and the Russell 1000 Indexes. Roper provides engineered products and solutions for global niche markets, including water, energy, radio frequency and research/medical applications. Additional information about Roper Industries is available on the Company's website at [www.roperind.com](http://www.roperind.com).

*The information provided in this press release contains forward looking statements within the meaning of the federal securities laws. These forward looking statements include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth and profit expectations. 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 future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward looking statement. Such risks and uncertainties include our ability to integrate our acquisitions and realize expected synergies. We also face other general risks, including our ability to realize cost savings from our operating initiatives, unfavorable changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, difficulties in making and integrating acquisitions, risks associated with newly acquired businesses, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with asbestos related litigation and potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and 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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### Roper Industries, Inc. and Subsidiaries Condensed Consolidated Balance Sheets (unaudited) (Amounts in thousands)

	September 30, 2007	December 31, 2006
<b>ASSETS</b>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 125,931	\$ 69,478
Accounts receivable	364,751	324,514
Inventories	183,021	168,319
Deferred taxes	19,086	17,908
Other current assets	71,321	47,276
Total current assets	<u>764,110</u>	<u>627,495</u>
PROPERTY, PLANT AND EQUIPMENT, NET	<u>105,528</u>	<u>107,003</u>
OTHER ASSETS:		
Goodwill	1,689,904	1,651,208
Other intangible assets, net	626,093	544,136
Deferred taxes	24,795	21,702
Other assets	41,638	43,815
Total other assets	<u>2,382,430</u>	<u>2,260,861</u>
TOTAL ASSETS	<u><u>\$ 3,252,068</u></u>	<u><u>\$ 2,995,359</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES:		
Accounts payable	\$ 106,555	\$96,139
Accrued liabilities	182,924	184,148
Income taxes payable	24,957	5,896
Deferred taxes	1,466	1,555
Current portion of long-term debt	322,147	299,911
Total current liabilities	<u>638,049</u>	<u>587,649</u>
NONCURRENT LIABILITIES:		
Long-term debt	656,198	726,881
Deferred taxes	199,955	169,994
Other liabilities	44,675	23,996
Total liabilities	<u>1,538,877</u>	<u>1,508,520</u>
STOCKHOLDERS' EQUITY:		
Common stock	909	900
Additional paid-in capital	749,312	717,751
Retained earnings	879,093	721,899
Accumulated other comprehensive earnings	105,988	68,666
Treasury stock	(22,111)	(22,377)
Total stockholders' equity	<u>1,713,191</u>	<u>1,486,839</u>

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 3,252,068</u>	<u>\$ 2,995,359</u>
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**Roper Industries, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Earnings (unaudited)**  
(Amounts in thousands, except per share data)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2007	2006	2007	2006
Net sales	\$ 532,902	\$ 427,217	\$ 1,541,965	\$ 1,235,250
Cost of sales	<u>261,123</u>	<u>208,967</u>	<u>769,643</u>	<u>609,720</u>
Gross profit	271,779	218,250	772,322	625,530
Selling, general and administrative expenses	<u>158,041</u>	<u>130,730</u>	<u>457,777</u>	<u>385,142</u>
Income from operations	113,738	87,520	314,545	240,388
Interest expense	13,119	11,066	39,957	33,178
Other income/(expense)	<u>(404)</u>	<u>267</u>	<u>(1,884)</u>	<u>108</u>
Earnings from continuing operations before income taxes	100,215	76,721	272,704	207,318
Income taxes	<u>35,075</u>	<u>25,907</u>	<u>94,901</u>	<u>70,725</u>
Net Earnings	<u>\$ 65,140</u>	<u>\$ 50,814</u>	<u>\$ 177,803</u>	<u>\$ 136,593</u>
Earnings per share:				
Basic	\$ 0.74	\$ 0.58	\$ 2.01	\$ 1.58
Diluted	\$ 0.70	\$ 0.56	\$ 1.91	\$ 1.51
Weighted average common and common equivalent shares outstanding:				
Basic	88,575	87,050	88,286	86,679
Diluted	<u>93,559</u>	<u>90,963</u>	<u>92,934</u>	<u>90,640</u>

**Roper Industries, Inc. and Subsidiaries**  
**Selected Segment Financial Data (unaudited)**

(Amounts in thousands and percents of net sales)

	Three months ended September 30,				Nine months ended September 30,			
	2007		2006		2007		2006	
	Amount	%	Amount	%	Amount	%	Amount	%
<b>Net sales:</b>								
Industrial Technology	\$ 161,828		\$ 140,624		\$ 477,667		\$ 402,204	
Energy Systems & Controls	131,033		88,485		361,044		233,109	
Scientific & Industrial Imaging	91,331		83,501		277,042		249,923	
RF Technology	148,710		114,607		426,212		350,014	
Total	<u>\$ 532,902</u>		<u>\$ 427,217</u>		<u>\$1,541,965</u>		<u>\$ 1,235,250</u>	
<b>Gross profit:</b>								
Industrial Technology	\$ 78,394	48.4%	\$ 65,863	46.8%	\$ 228,407	47.8%	\$ 192,389	47.8%
Energy Systems & Controls	70,907	54.1%	48,809	55.2%	191,159	52.9%	126,473	54.3%
Scientific & Industrial Imaging	50,242	55.0%	49,017	58.7%	152,629	55.1%	141,725	56.7%
RF Technology	72,236	48.6%	54,561	47.6%	200,127	47.0%	164,943	47.1%
Total	<u>\$ 271,779</u>	<u>51.0%</u>	<u>\$ 218,250</u>	<u>51.1%</u>	<u>\$ 772,322</u>	<u>50.1%</u>	<u>\$ 625,530</u>	<u>50.6%</u>
<b>Operating profit*:</b>								
Industrial Technology	\$ 42,065	26.0%	\$ 32,747	23.3%	\$ 120,721	25.3%	\$ 92,489	23.0%
Energy Systems & Controls	31,858	24.3%	25,108	28.4%	81,579	22.6%	59,077	25.3%
Scientific & Industrial Imaging	16,385	17.9%	18,832	22.6%	53,453	19.3%	52,703	21.1%
RF Technology	34,997	23.5%	19,344	16.9%	90,669	21.3%	62,368	17.8%
Total	<u>\$ 125,305</u>	<u>23.5%</u>	<u>\$ 96,031</u>	<u>22.5%</u>	<u>\$ 346,422</u>	<u>22.5%</u>	<u>\$ 266,637</u>	<u>21.6%</u>
<b>Net Orders:</b>								
Industrial Technology	\$ 153,236		\$ 149,801		\$ 479,100		\$ 436,595	
Energy Systems & Controls	145,855		89,003		376,611		231,350	
Scientific & Industrial Imaging	95,729		85,758		278,212		245,140	
RF Technology	138,219		111,113		424,827		348,614	
Total	<u>\$ 533,039</u>		<u>\$ 435,675</u>		<u>\$1,558,750</u>		<u>\$ 1,261,699</u>	

\* Operating profit is before unallocated corporate general and administrative expenses. Such expenses were \$11,567 and \$8,511 for the three months ended September 30, 2007 and 2006, respectively, and \$31,877 and \$26,249 for the nine months ended September 30, 2007 and 2006, respectively.



**Roper Industries, Inc. and Subsidiaries**  
**Condensed Consolidated Statements of Cash Flows (unaudited)**  
(Amounts in thousands)

	Nine months ended	
	September 30,	
	<u>2007</u>	<u>2006</u>
Net earnings	\$ 177,803	\$ 136,593
Depreciation	23,560	21,632
Amortization	46,643	38,694
Other, net	<u>(21,035)</u>	<u>(43,386)</u>
Cash provided by operating activities	226,971	153,533
Business acquisitions, net of cash acquired	(106,287)	(103,394)
Capital expenditures	(19,591)	(23,547)
Other, net	<u>(3,596)</u>	<u>(1,383)</u>
Cash used by investing activities	(129,474)	(128,324)
Debt payments, net	(50,666)	(43,856)
Windfall tax benefit from exercise of stock options	6,536	5,051
Dividends	(17,182)	(15,291)
Other, net	<u>14,270</u>	<u>14,448</u>
Cash used by financing activities	(47,042)	(39,648)
Effect of exchange rate changes on cash	<u>5,998</u>	<u>2,201</u>
Net increase/(decrease) in cash and equivalents	56,453	(12,238)
Cash and equivalents, beginning of period	<u>69,478</u>	<u>53,116</u>
Cash and equivalents, end of period	<u><u>\$ 125,931</u></u>	<u><u>\$ 40,878</u></u>