
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ROPER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

51-0263969
(I.R.S. Employer
Identification No.)

2160 Satellite Boulevard, Suite 200
Duluth, Georgia 30097
(770) 495-5100

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Shanler D. Cronk
Vice President, General Counsel and Secretary
Roper Industries, Inc.
2160 Satellite Boulevard, Suite 200
Duluth, Georgia 30097
(770) 495-5100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies requested to:
Mary A. Bernard
Jeffrey M. Stein
King & Spalding LLP
1185 Avenue of the Americas
New York, New York 10036
(212) 556-2100

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement, as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-110491

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Debt Securities, Common Stock (including the associated preferred stock purchase rights) (3), Stock Purchase	\$11,900,000(1)	\$11,900,000(2)	\$963

- (1) Includes an indeterminate number of debt securities, shares of common stock, stock purchase contracts and equity units as may be issued at indeterminate prices, but with an aggregate initial offering price not to exceed \$11,900,000, plus such indeterminate number of shares of common stock as may be issued upon settlement of stock purchase contracts or equity units or upon conversion of debt securities. Includes, in the case of debt securities issued at an original issue discount, such greater principal amount as shall result in an aggregate public offering price not exceeding \$11,900,000.
 - (2) In U.S. dollars or the equivalent thereof in one or more foreign currencies or composite currencies.
 - (3) Each share common stock also includes one preferred stock purchase right. No separate consideration is payable for the preferred stock purchase rights. Accordingly, no additional registration fee is required.
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**INCORPORATION BY REFERENCE OF REGISTRATION STATEMENT ON FORM S-3, REGISTRATION
NUMBER 333-110491**

Roper Industries, Inc., or Roper, is filing this registration statement pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. This registration statement relates to the public offering of our debt securities, common stock, stock purchase contracts and equity units contemplated by Registration Statement Number 333-110491, which was originally filed by us with the Securities and Exchange Commission on November 14, 2003 and declared effective by the Securities and Exchange Commission on December 1, 2003.

Roper is filing this registration statement for the sole purpose of increasing the aggregate principal amount of registered debt securities, common stock, stock purchase contracts and equity units by \$11,900,000. The contents of Registration Statement Number 333-110491, including the prospectus contained therein, any prospectus supplement to which the additional debt securities, common stock, stock purchase contracts and equity units relate, and all documents incorporated or deemed to be incorporated by reference into Registration Statement Number 333-110491, and all exhibits to Registration Statement Number 333-110491, are hereby incorporated in this registration statement by reference.

Roper hereby certifies that it has instructed its bank to transmit to the Securities and Exchange Commission the applicable filing fee by wire transfer from its account to the Securities and Exchange Commission's account at Wachovia Bank, National Association as soon as practicable, but in no event later than the close of the next business day following the filing of this registration statement. Roper further certifies that it will not revoke the instructions to make the wire transfer and that it has sufficient funds to cover the amount of the filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on the 23rd day of December, 2003.

ROPER INDUSTRIES, INC.

By: /s/ Brian D. Jellison

Brian D. Jellison
Chairman of the Board, President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Brian D. Jellison</u>		
Brian D. Jellison	Chairman of the Board, President and Chief Executive Officer (principal executive officer)	
<u>/s/ Martin S. Headley</u>		
Martin S. Headley	Vice President and Chief Financial Officer) (principal financial officer and accounting officer)	
<u>*</u>	Director	
<u>W. Lawrence Banks</u>		
<u>*</u>	Director	
<u>Donald G. Calder</u>		
<u>*</u>	Director	
<u>Derrick N. Key</u>		
<u>*</u>	Director	
<u>John F. Fort III</u>		
<u>*</u>	Director	
<u>Wilbur J. Prezzano</u>		
<u>*</u>	Director	
<u>Georg Graf Schall-Riauour</u>		
<u>*</u>	Director	
<u>Eriberto R. Scocimara</u>		
<u>*</u>	Director	
<u>Christopher Wright</u>		
<u>*</u>	Director	
<u>David W. Devonshire</u>		

*By: /s/ Brian D. Jellison

Brian D. Jellison
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
5.1	Opinion of King & Spalding LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of PricewaterhouseCoopers LLP.
23.3	Consent of King & Spalding LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page to the Roper Industries, Inc. Form S-3 filed November 14, 2003 (File No. 333-110491)).

1185 Avenue of the Americas
New York, New York 10036-4003
Fax: 212/556-2222
www.kslaw.com

Direct Dial: 212/556-2100

December 22, 2003

Roper Industries, Inc.
2160 Satellite Boulevard
Duluth, Georgia 30097

RE: ROPER INDUSTRIES, INC.--REGISTRATION STATEMENT ON FORM S-3

Ladies and Gentlemen:

We have acted as special counsel to Roper Industries, Inc., a Delaware corporation (the "Company"), in connection with the preparation of the Registration Statement on Form S-3 filed on the date hereof (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), which relates to the public offering by the Company of up to an additional \$11,900,000 of debt securities ("Debt Securities"), common stock, par value \$.01 per share ("Common Stock"), stock purchase contracts ("Stock Purchase Contracts") and equity units ("Equity Units") (collectively, the "Company Securities") to be issued by the Company. The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-3 (File No. 333-110491) filed with the Commission on November 14, 2003 under the Act and Amendment No. 1 to such Registration Statement filed with the Commission on November 28, 2003 and declared effective by the Commission on December 1, 2003 relating to the public offering by the Company of up to \$450,000,000 of Company Securities (such Registration Statement, as so amended and as so declared effective, being hereinafter referred to as the "Initial Registration Statement").

In such capacity, we have examined the form of Indenture filed as an exhibit to the Initial Registration Statement. We have also examined, and have relied as to matters of fact upon, original, certified, conformed or photographic copies of such corporate records of the Company, such other agreements and instruments, such certificates of public officials, officers of the Company and other persons, and such other documents, records, agreements and certificates as we have deemed necessary as a basis for the opinions hereinafter expressed. In such examination we have assumed the genuineness of all signatures on all documents submitted to us as originals and the conformity to original documents of all copies submitted to us as certified, conformed or

photographic copies, and, as to certificates of public officials, we have assumed the same to be accurate and to have been given properly.

We have assumed that the execution and delivery of, and the performance of all obligations under, the Indenture have been duly authorized by all requisite action by each party thereto, and that such agreement, when executed and delivered by the parties thereto, will have been duly executed and delivered by the parties thereto, and will be a valid and binding agreement of the parties thereto (other than the Company) enforceable against the parties thereto (other than the Company) in accordance with its terms.

This opinion is limited in all respects to the federal laws of the United States of America and the laws of the States of Delaware and New York, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, and the other limitations and qualifications set forth herein, we are of the opinion that:

(i) The Debt Securities, when the definitive terms and provisions thereof have been duly established and when duly executed and delivered by the Company and authenticated by the Trustee in accordance with the Indenture and delivered to and paid for by the purchasers thereof, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject, as to the enforcement of remedies, to bankruptcy, insolvency, reorganization, moratorium and similar laws of affecting creditors' rights generally, general equitable principles and the discretion of courts in granting equitable remedies.

(ii) Any shares of Common Stock, when issued and delivered pursuant to the Registration Statement and paid for by the purchasers thereof, will be duly authorized and validly issued, fully paid and nonassessable shares of Common Stock.

(iii) The Stock Purchase Contracts, when (a) the underwriting or similar agreement relating to the Stock Purchase Contracts has been duly authorized, executed and delivered by the parties thereto, (b) the board of directors of the Company or a duly authorized committee thereof has taken all necessary corporate action to approve and establish the terms of the Stock Purchase Contracts and to authorize and approve the issuance thereof and (c) the Stock Purchase Contracts have been delivered and paid for by the purchasers thereof, the Stock Purchase Contracts will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms, subject, as to the enforcement of remedies, to bankruptcy, insolvency, reorganization, moratorium and similar laws of affecting creditors' rights generally, general equitable principles and the discretion of courts in granting equitable remedies.

(iv) The Equity Units, when (a) the underwriting or similar agreement for the Equity Units has been duly authorized, executed and delivered by the parties thereto, (b) the board of directors of the Company or a duly authorized committee thereof has taken all necessary corporate action to approve and establish the terms of the Equity Units and to authorize and approve the issuance thereof and (c) the Equity Units have been delivered and paid for by the purchasers thereof, the Equity Units will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof, and we assume no obligation to advise you after the date hereof of facts or circumstances that come to our attention or changes in law that occur which could affect the opinions contained herein. This letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without our prior written consent.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus that is included in the Initial Registration Statement.

Very truly yours,

/s/ King & Spalding LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated January 31, 2003 relating to the financial statements of Neptune Technology Group Holdings, Inc. and Water Management, which appear in Roper Industries, Inc.'s Current Report on Form 8-K dated November 14, 2003. We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Atlanta, Georgia
December 22, 2003

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated September 25, 2003 except for Note 18, which the date is October 23, 2003, relating to the financial statements and financial statement schedule, which appear in Roper Industries, Inc.'s Annual Report on Form 10-K/A for the year ended October 31, 2002. We also consent to the references to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Atlanta, Georgia
December 22, 2003