

SECURITIES AND EXCHANGE COMMISSION
 Washington, D. C. 20549

FORM S-8
 Registration Statement
 Under
 The Securities Act of 1933

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)

Roper Industries, Inc. Employees' Retirement Savings 003 Plan

(Full Title of the Plan)

Martin S. Headley
 Vice President and Chief Financial Officer
 Roper Industries, Inc.
 160 Ben Burton Road
 Bogart, Georgia 30622
 (706) 369-7170

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

Copies Requested to:
 Gabriel Dumitrescu, Esq.
 Powell, Goldstein, Frazer & Murphy LLP
 Sixteenth Floor
 191 Peachtree Street, N.E.
 Atlanta, Georgia 30303

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Shares of Common Stock	500,000	\$30.41	\$15,205,000	\$4,015
Preferred Stock Purchase Rights(3)	500,000			

(1) Representing shares of the Registrant's common stock, \$.01 par value (the "Common Stock"), that may be issued and sold by the Registrant in connection with the Registrant's Employees' Retirement Savings 003 Plan (the "Plan"). This Registration Statement also covers such indeterminable number of additional shares as may become issuable to prevent dilution in the event of stock splits, stock dividends, or similar transactions pursuant to the terms of the Plan. Pursuant to a separate Registration Statement on Form S-8 (Reg. No. 33-71094), the Registrant previously registered 500,000 shares of Common Stock not included in the above figure subject to issuance under the Plan.

- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, and based upon the average of the high and low sales price of the Common Stock on the New York Stock Exchange on April 25, 2000.
- (3) The Preferred Stock Purchase Rights will be attached to the shares of Common Stock being registered and will be issued for no additional consideration; therefore, no additional registration fee is required.

Incorporation by reference of contents of Registration Statement on Form S-8 (File No. 33-70194).

The contents of the Registration Statement on Form S-8 filed by the Registrant on November 1, 1993, (File No. 33-71094) relating to the Plan are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

Item 8. Exhibits.

The following exhibits are filed with this Registration Statement.

Exhibit Number	Description of Exhibit
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4.1	Amended and Restated Certificate of Incorporation, including Form of Certificate of Designation, Preferences and Rights of Series A Preferred Stock [Incorporated by reference to Exhibit 3.1 to the Registrants Annual Report on Form 10-K filed January 21, 1998.]
4.2	By-Laws Amended and Restated as of February 22, 2000. (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-8 filed April 26, 2000 (File No. 333-35648)).
23.1	Consent of KPMG LLP.
23.2	Consent of Arthur Andersen LLP.
24	Power of Attorney (see signature pages to this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bogart, State of Georgia, on the 26 day of April, 2000.

ROPER INDUSTRIES, INC.

By: /s/ Derrick N. Key

Derrick N. Key
Chairman of the Board,
President and Chief Executive
Officer

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Derrick N. Key as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing required or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

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

Signature -----	Title -----	Date -----
/s/ Derrick N. Key ----- Derrick N. Key	Chairman of the Board, President and Chief Executive Officer	April 26, 2000
/s/ Martin S. Headley ----- Martin S. Headley	Vice President and Chief Financial Officer	April 26, 2000
/s/ Kevin G. McHugh ----- Kevin G. McHugh	Controller	April 26, 2000
/s/ W. Lawrence Banks ----- W. Lawrence Banks	Director	April 26, 2000
/s/ Luitpold von Braun ----- Luitpold von Braun	Director	April 26, 2000
/s/ Donald G. Calder ----- Donald G. Calder	Director	April 26, 2000
/s/ John F. Fort, III ----- John F. Fort, III	Director	April 26, 2000
/s/ Wilbur J. Prezzano ----- Wilbur J. Prezzano	Director	April 26, 2000
/s/ Georg Graf Schall-Riaucour ----- Georg Graf Schall-Riaucour	Director	April 26, 2000
/s/ Eriberto R. Scocimara ----- Eriberto R. Scocimara	Director	April 26, 2000
/s/ Christopher Wright ----- Christopher Wright	Director	April 26, 2000

Exhibit Index

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CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Roper Industries, Inc.

We consent to the use of our report incorporated herein by reference.

/s/ KPMG LLP

KPMG LLP

April 26, 2000
Atlanta, Georgia

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Roper Industries, Inc.

As independent public accountants, we hereby consent to the incorporation of our report included in the Company's Annual Report on Form 10-K for the fiscal year ended October 31, 1999 (File No. 1-12273 into this Registration Statement).

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

April 26, 2000
Atlanta, Georgia