

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

May 19, 2005

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273

51-0263969

(COMMISSION FILE NUMBER)

(IRS EMPLOYER IDENTIFICATION NO.)

2160 SATELLITE BLVD., SUITE 200, DULUTH, GEORGIA

30097

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

(770) 495-5100

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NOT APPLICABLE

(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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SECTION 1 – REGISTRANT’S BUSINESS AND OPERATIONS

Item 1.01 Entry into a Material Definitive Agreement

On May 19, 2005, the Board of Directors (the “Board”) of Roper Industries, Inc. (the “Company”) set compensation for the Company’s directors for 2005. The changes to cash compensation take effect immediately and the stock-based awards will be made following the Annual Meeting of Stockholders to be held on June 6, 2005. A summary of the terms of such compensation arrangements is attached hereto as Exhibit 99.1, which is incorporated herein by reference.

SECTION 5 — CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 19, 2005, the Company announced the election by the Board of Robert D. Johnson as a member of the Board. Mr. Johnson fills a vacancy created by the Board’s decision to expand the number of Board seats to 11. Mr. Johnson’s term will expire at the 2006 annual meeting of stockholders

The Board’s Nominating and Governance Committee (the “Committee”) recommended Mr. Johnson for election as a director after conducting a national search for an additional independent director using a third-party recruiting firm. The Board has determined that Mr. Johnson qualifies as an independent director under NYSE listing standards. There was no arrangement or understanding pursuant to which Mr. Johnson was elected as a director, and there are no related party transactions between Mr. Johnson and the Company.

Mr. Johnson will serve on the Company’s Compensation Committee. Mr. Christopher Wright, an incumbent director, will leave the Compensation Committee to become a member of the Audit Committee.

Mr. Johnson is Chairman of Honeywell Aerospace, a segment of Honeywell International, Inc., a diversified technology and manufacturing company, serving customers worldwide.

A copy of the press release dated May 24, 2005, announcing the election of Mr. Johnson to the Board of Directors, is attached hereto as Exhibit 99.2.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01. Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(c) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Summary of compensation of directors of Roper Industries, Inc., filed herewith.
99.2	Press Release issued by Roper Industries, Inc. on May 24, 2005, filed herewith.

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/ Brian D. Jellison

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

Date: May 25, 2005

Roper Industries, Inc.
Summary of Compensation of Members of the Board of Directors
For Fiscal Year 2005

For 2005, non-management directors are paid for their service on the Board as follows:

- (a) annual fee of \$42,500, paid in quarterly installments;
- (b) Board meeting fees of \$2,000 for each day attended in person or \$1,000 for each meeting day attended telephonically;
- (c) Committee meeting fees of \$1,000 for each day attended in person or \$500 for each day attended telephonically for Committee meetings held on a different day than a Board meeting (different Committee meetings held on the same day are deemed a single day); and
- (d) annual chairman's fee of \$5,000 for the chairman of each of the Audit, Compensation, and Corporate Governance and Nominating Committees, paid in quarterly installments.

In addition, in conjunction with the 2005 Annual Meeting of Shareholders to be held on June 6, 2005, each director, other than Brian D. Jellison, who serves as the Company's President and Chief Executive Officer, will receive a grant of 2,000 restricted shares of the Company's common stock, 50% of which will be subject to substantial risk of forfeiture for six months following the grant and the remaining 50% of which will be subject to substantial risk of forfeiture for one year following the grant, under customary terms and conditions.

**Roper Industries, Inc.**

Contact Information:

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FOR IMMEDIATE RELEASE**Robert D. Johnson Joins Roper Industries, Inc. Board of Directors**

Duluth, Georgia, May 24, 2005 ... Roper Industries, Inc. (NYSE: ROP) announced that Robert D. Johnson, Chairman of Honeywell Aerospace, has joined its Board of Directors. His appointment follows a national search and expands Roper's Board to 11 members. Mr. Johnson has been appointed to the Board's Compensation Committee.

"Bob is a welcome addition to our Board," said Mr. Brian Jellison, Chairman, President and Chief Executive Officer of Roper Industries. "His wide range of global experience with diversified industrial companies will serve Roper well as we continue to execute our growth strategy."

Prior to his current role and since 1994, Mr. Johnson served in a variety of capacities at Honeywell International, Inc., most recently as President and CEO of Honeywell's Aerospace segment from 1999-2005. Mr. Johnson's career also included 24 years with General Electric Company.

About Roper Industries

Roper Industries is a diversified industrial growth company providing engineered products and solutions for global niche markets. Additional information about Roper Industries, including registration for Company's press releases via email, is available on the Company's website, www.roperind.com.
