
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 29, 2009

ROPER INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12273
(Commission File Number)

51-0263969
(IRS Employer
Identification No.)

6901 Professional PKWY. East, Suite 200,
Sarasota, Florida
(Address of Principal Executive Offices)

34240
(Zip code)

Registrant's telephone number, including area code: (941) 556-2601

N/A

(Former Name or Former 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 (see General Instruction A.2. below):

- 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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Item 8.01. Other Events.

On December 29, 2009, Roper Industries, Inc. (the “Company”) consummated the issuance and sale of 2,300,000 shares of its common stock, par value \$0.01 per share (the “Shares”) pursuant to an underwriting agreement dated December 22, 2009 between the Company and J.P. Morgan Securities Inc. and Goldman, Sachs & Co. as underwriters.

The Shares have been offered pursuant to the Company’s Registration Statement on Form S-3 filed on July 29, 2008 (Reg. No. 333-152590), including the prospectus contained therein (the “Registration Statement”), and a related preliminary prospectus supplement dated December 21, 2009 and a final prospectus supplement dated December 22, 2009.

In connection with the sale of the Shares, the Company is filing Exhibits 5.1 and 23.1 to this Form 8-K, which exhibits are incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Other Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 5.1	Opinion of Davis Polk & Wardwell LLP
Exhibit 23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 29, 2009

Roper Industries, Inc.

By: /s/ DAVID B. LINER
Name: David B. Liner
Title: Vice President and General Counsel

EXHIBIT INDEX

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Exhibit 5.1	Opinion of Davis Polk & Wardwell LLP
Exhibit 23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)

[DAVIS POLK LETTERHEAD]

December 29, 2009

Roper Industries, Inc.
6901 Professional Parkway East
Suite 200
Sarasota, Florida 34240

Ladies and Gentlemen:

We have acted as special counsel for Roper Industries, Inc., a Delaware corporation (the "Company"), in connection with the Company's offering of 2,300,000 shares of common stock, par value \$0.01 per share (the "Shares"), in an underwritten public offering pursuant to an underwriting agreement dated December 22, 2009 (the "Underwriting Agreement") between the Company and J.P. Morgan Securities and Goldman, Sachs & Co. as underwriters.

We, as your counsel, have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

Based upon the foregoing, we are of the opinion that when the Shares are issued and delivered in accordance with the Underwriting Agreement against payment therefor, they will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing).

We hereby consent to the filing of this opinion as an exhibit to a report on Form 8-K to be filed by the Company on the date hereof. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without our prior written consent.

Very truly yours,

/s/ Davis Polk & Wardwell LLP