

Registration No. 333-_____

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

(State or other jurisdiction of
incorporation or organization)

51-0263969

(I.R.S. Employer
Identification No.)

160 Ben Burton Road
Bogart, Georgia 30622

(Address of principal executive offices)

Roper Industries, Inc. 1991 Stock Option 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	\$36.00	\$18,000,000.00	\$4,500.00

(1) Representing shares of the Registrant's common stock, \$.01 par value per share (the "Common Stock") that may be issued and sold by the Registrant in connection with the Registrant's 1991 Stock Option Plan (the "Plan"). Pursuant to a separate Registration Statement on Form S-8 (Reg. No. 33-78026), the Registrant previously registered 3,000,000 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 10, 2001.

Incorporation by reference of contents of Registration Statement on Form S-8 (File No. 33-78026).

The contents of the Registration Statement on Form S-8 filed by the Registrant on April 18, 1994 (File No. 33-78026) 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 -----
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 Registrant's 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 3.2 to the Registrant's Quarterly Report on Form 10-Q filed September 13, 2000).
5	Opinion of Counsel with respect to the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Arthur Andersen LLP.
23.3	Consent of Counsel (included in Exhibit 5).
24	Power of Attorney (see signature pages to this Registration Statement).
99.1	Amended 1991 Stock Option Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Annual Report on Form 10-K filed January 21, 1998).

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 10th day of April, 2001.

ROPER INDUSTRIES, INC.

By: /s/ Derrick N. Key

Derrick N. Key
Chairman of the Board of Directors,
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 and Martin S. Headley, and each of them, 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 of Directors, President and Chief Executive Officer	April 10, 2001
----- /s/ Martin S. Headley ----- Martin S. Headley	Vice President and Chief Financial Officer	April 10, 2001
----- /s/ Kevin G. McHugh ----- Kevin G. McHugh	Controller	April 10, 2001
----- /s/ W. Lawrence Banks ----- W. Lawrence Banks	Director	April 10, 2001
----- /s/ Luitpold von Braun ----- Luitpold von Braun	Director	April 10, 2001
----- /s/ Donald G. Calder ----- Donald G. Calder	Director	April 10, 2001
----- /s/ John F. Fort, III ----- John F. Fort, III	Director	April 10, 2001
----- /s/ Wilbur J. Prezzano ----- Wilbur J. Prezzano	Director	April 10, 2001
----- /s/ Georg Graf Schall Riaucour ----- Georg Graf Schall Riaucour	Director	April 10, 2001
----- /s/ Eriberto R. Scocimara ----- Eriberto R. Scocimara	Director	April 10, 2001
----- /s/ Christopher Wright ----- Christopher Wright	Director	April 10, 2001

Exhibit Index

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April 18, 2001

Roper Industries, Inc.
160 Ben Burton Road
Bogart, Georgia 30622

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as counsel for Roper Industries, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement"), of an aggregate of an additional 500,000 shares (the "Shares") of common stock, par value \$.01 per share, of the Company to be offered and sold by the Company pursuant to the Roper Industries, Inc. 1991 Stock Option Plan (the "Plan").

We have examined and are familiar with originals or copies (certified, photostatic or otherwise identified to our satisfaction) of such documents, corporate records and other instruments relating to the incorporation of the Company and the authorization of the Shares pursuant to the Plan as we have deemed necessary and advisable. In such examinations, we have assumed the genuineness of all signatures on all originals and copies of documents we have examined, the authenticity of all documents submitted to us as originals and the conformity to original documents of all certified, conformed or photostatic copies. As to questions of fact material and relevant to our opinion, we have relied upon certificates or representations of Company officials and of appropriate governmental officials.

This opinion is limited to the corporate laws of the State of Delaware as codified in the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing and having regard for such legal considerations as we have deemed relevant, it is our opinion that:

1. The Shares have been duly authorized; and
2. Upon the issuance and delivery of the Shares and payment therefor as provided in the Plan and as contemplated by the Registration Statement, the Shares will be legally and validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

POWELL, GOLDSTEIN, FRAZER & MURPHY LLP

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Roper Industries, Inc.

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

KPMG LLP

April 16, 2001
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, 2000 (File No. 1-12273) into this Registration Statement.

ARTHUR ANDERSEN LLP

April 16, 2001
Atlanta, Georgia