

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
AMENDMENT NO.1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended January 31, 1996.

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-19818

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

(Address of principal executive offices)

30622

(Zip Code)

(706) 369-7170

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during
the preceding 12 months (or for such shorter period that the registrant was
required to file such reports), and (2) has been subject to such filing
requirements for the past 90 days. Yes No

The number of shares outstanding of the Registrant's common stock as of March 7,
1996 was 14,990,150.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

11 (a) Statement re Computation of Per Share Earnings- Primary

11 (b) Statement re Computation of Per Share Earnings- Fully- Diluted

b. Reports on Form 8-K (Amended from Item 6(b) of Report on Form 10-Q dated March 13, 1996.)

In a Report on Form 8-K dated January 8, 1996, the Company reported its distribution to shareholders of record on January 31, 1996 of certain rights to purchase shares of a new class preferred stock under a Rights Agreement in the event of (i)certain accumulations of Company common stock, or (ii)certain change of control transactions proposed or commenced, without the approval of the Board of Directors. The Rights Agreement and a form of Certificate of Designation; Preferences and Rights of the new class of preferred stock were filed as exhibits to that Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment to Report on Form 10-Q has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Derrick N. Key ----- Derrick N. Key	President and Chief Executive Officer	June 13, 1996 -----
/s/ A. Donald O'Steen ----- A. Donald O'Steen	Vice President and Chief Financial Officer	June 13, 1996 -----