

SECURITIES AND EXCHANGE COMMISSION**WASHINGTON, DC 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.)

2160 SATELLITE BLVD., SUITE 200, DULUTH, GEORGIA**30097**

(Address of Principal Executive Offices)

(Zip Code)

ROPER INDUSTRIES, INC. 2000 STOCK INCENTIVE PLAN, AS AMENDED

(Full Title of the Plan)

**Martin S. Headley
Vice President and Chief Financial Officer
2160 Satellite Blvd., Suite 200
Duluth, Georgia 30097**

(Name and Address of Agent For Service)

(770) 495-5100

(Telephone Number, Including Area Code, of Agent for Service)

**Copy to:
Gabriel Dumitrescu, Esq.
Powell, Goldstein, Frazer & Murphy LLP
191 Peachtree Street, N.E., Suite 1600
Atlanta, Georgia 30303**

Title of Each Class of Securities To Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value	1,500,000(1)	\$34.58(2)	\$51,870,000(2)	\$4,196.28
Preferred Stock Purchase Rights	1,500,000			(3)

(1) Representing additional shares of the Registrant's common stock, \$.01 par value per share (the "Common Stock"), reserved for issuance in connection with the Registrant's 2000 Stock Incentive Plan, as Amended.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported by The New York Stock Exchange on May 30, 2003.

(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 (Reg. No. 333-35648).

The contents of the Registration Statement on Form S-8 filed by the Registrant on April 26, 2000 relating to the Registrant's 2000 Stock Incentive Plan are hereby incorporated by reference pursuant to General Instruction E to Form S-8.

Item 8. Exhibits.

The following opinions and consents are filed with this Registration Statement.

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Powell, Goldstein, Frazer & Murphy LLP with respect to the legality of the securities being registered.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Explanation Concerning Absence of Current Consent of Arthur Andersen LLP.
23.3	Consent of Powell, Goldstein, Frazer & Murphy LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see signature pages to this Registration Statement).
99.1	Roper Industries, Inc. 2000 Stock Incentive Plan, as Amended (incorporated by reference to Annex B of the Registrant's definitive Proxy Statement dated February 7, 2003).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Duluth, Georgia, on the 6th day of June 2003.

ROPER INDUSTRIES, INC.

By: /s/ Brian D. Jellison

Brian D. Jellison
President, Chief Executive Officer
and Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian D. Jellison, Martin S. Headley, and Shanler D. Cronk, and any of them, as his true and lawful attorneys-in-fact and agents, 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite 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 attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
<u>/s/ Derrick N. Key</u> Derrick N. Key	Chairman of the Board of Directors	June 6, 2003
<u>/s/ Brian D. Jellison</u> Brian D. Jellison	President, Chief Executive Officer and Director (Principal Executive Officer)	June 6, 2003
<u>/s/ Martin S. Headley</u> Martin S. Headley	Vice President and Chief Financial Officer (Principal Financial Officer)	June 6, 2003
<u>/s/ W. Lawrence Banks</u> W. Lawrence Banks	Director	June 6, 2003
<u>/s/ Donald G. Calder</u> Donald G. Calder	Director	June 6, 2003
<u>/s/ David W. Devonshire</u> David W. Devonshire	Director	June 6, 2003
<u>/s/ John F. Fort, III</u> John F. Fort, III	Director	June 6, 2003
<u>/s/ Wilbur J. Prezzano</u> Wilbur J. Prezzano	Director	June 6, 2003

<u>/s/ Georg Graf Schall-Riaucour</u> Georg Graf Schall-Riaucour	Director	June 6, 2003
<u>/s/ Eriberto R. Scocimara</u> Eriberto R. Scocimara	Director	June 6, 2003
<u>/s/ Christopher Wright</u> Christopher Wright	Director	June 6, 2003

EXHIBIT INDEX

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June 6, 2003

Roper Industries, Inc.
2160 Satellite Blvd.
Suite 200
Duluth, Georgia 30097

Re: Registration Statement on Form S-8
Roper Industry, Inc. 2000 Stock Incentive Plan, as Amended

Ladies and Gentlemen:

We have served as counsel for Roper Industries, Inc., a Delaware corporation (the "Company"), in connection with the registration of an aggregate of 1,500,000 shares of the Company's common stock, \$.01 par value per share (the "Shares"), reserved for issuance under the Company's 2000 Stock Incentive Plan, as Amended (the "Plan"), pursuant to a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended.

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 adoption of the Plan as we have deemed necessary and advisable.

In all 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 state, local and federal officials.

We express no opinion as to matters under or involving laws other than the laws of the State of Georgia.

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 upon receipt of lawful consideration therefor pursuant to the Plan, the Shares will be 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,

/s/ Powell, Goldstein, Frazer & Murphy LLP

Powell, Goldstein, Frazer & Murphy LLP

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 11, 2002 relating to the financial statements, which appears in the Roper Industries, Inc.'s Annual Report on Form 10-K for the year ended October 31, 2002. We also consent to the incorporation by reference of our report dated December 11, 2002 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Atlanta, Georgia
June 4, 2003

EXPLANATION CONCERNING ABSENCE OF CURRENT CONSENT
OF ARTHUR ANDERSEN LLP

On May 14, 2002, Roper Industries, Inc. (the "Company") announced that it had appointed PricewaterhouseCoopers LLP to replace Arthur Andersen LLP ("Arthur Andersen") as its independent public accountants. Subsequent to that date, Arthur Andersen has ceased operations. As a result, the Company has been unable to obtain Arthur Andersen's written consent to the incorporation by reference into this Registration Statement on Form S-8 (this "Registration Statement") of its audit report with respect to the Company's financial statements as of and for the year ended October 31, 2000. Under these circumstances, Rule 437a under the Securities Act of 1933, as amended (the "Securities Act"), permits the Company to omit Arthur Andersen's updated written consent from this filing, and permits the Company to incorporate by reference the financial statements, supplementary data and financial statement schedule included herein into present and future registration statements, without the written consent of Arthur Andersen.

Section 11(a) of the Securities Act provides that if any part of a registration statement at the time it becomes effective contains an untrue statement of a material fact or an omission to state a material fact required to be stated therein or necessary to make the statements therein not misleading, any person acquiring a security pursuant to such registration statement (unless it is proved that at the time of such acquisition such person knew of such untruth or omission) may sue, among others, every accountant who has consented to be named as having prepared or certified any part of the registration statement or as having prepared or certified any report or valuation which is used in connection with the registration statement with respect to the statement in such registration statement, report or valuation which purports to have been prepared or certified by the accountant.

As noted above, Arthur Andersen has not consented to the incorporation by reference of its audit report in this Registration Statement. While the extent of any resulting limitations on recovery is unclear, Arthur Andersen may not be liable under Section 11(a) of the Securities Act because it has not consented to such incorporation by reference or the lack of a currently dated consent could limit the time in which any such liability could be asserted. The Company believes, however, that other persons who may be liable under Section 11(a) of the Securities Act, including the Company's officers and directors, may still rely on Arthur Andersen's audit reports as being made by an expert under the due diligence defense provision of Section 11(b) of the Securities Act.