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ROPER INDUSTRIES INC  
Form FWP  
December 21, 2009

Free Writing Prospectus

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**Contact Information:**

Investor Relations

941-556-2601

investor-relations@roperind.com

**Roper Industries, Inc.**

**Roper Industries Announces Public Offering of 2.3 Million Shares of Common Stock in**

**Conjunction with Inclusion in the S&P 500®**

**Sarasota, Florida, December 21, 2009** Roper Industries, Inc. (NYSE: ROP) announced today that it is commencing a registered public offering of 2,300,000 shares of its common stock. The offering is being made in conjunction with the Company's inclusion in the S&P 500® index, which becomes effective after trading on the NYSE closes on December 22, 2009.

Net proceeds from the offering are expected to be used to reduce borrowings associated with the acquisition of Verathon, Inc., announced on December 8, 2009.

J.P. Morgan and Goldman, Sachs & Co. are serving as joint book-runners for the offering.

The Company has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may obtain these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any underwriter or dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by contacting: J.P. Morgan, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, or by calling toll-free at 1-866-803-9204, or Goldman, Sachs & Co., Prospectus Department, 85 Broad Street, New York, NY 10004, or by calling toll free at 1-866-471-2526.

**About Roper Industries**

Roper Industries is a market-driven, diversified growth company and is a constituent of the Fortune 1000 and the Russell 1000 indices and, effective as of the close of trading on December 22, 2009, the S&P 500 Index. Roper provides engineered products and solutions for global niche markets, including water, energy, radio frequency and research/medical applications.

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