

ROPER INDUSTRIES INC
Form 4
May 29, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Humphrey John

(Last) (First) (Middle)

C/O ROPER INDUSTRIES,
INC., 6901 PROFESSIONAL
PARKWAY EAST,SUITE 200

(Street)

SARASOTA, FL 34240

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROPER INDUSTRIES INC [ROP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 05/27/2014 | | M | | 12,000 | A | \$ 51.11 | 127,336 | D | |
| Common Stock | 05/27/2014 | | M | | 38,084 | A | \$ 52.19 | 165,420 | D | |
| Common Stock | 05/27/2014 | | S | | 50,084 | D | \$ 142.2782 <u>(1)</u> | 115,336 | D | |
| Common Stock | 05/28/2014 | | M | | 8,000 | A | \$ 51.11 | 123,336 | D | |
| | 05/28/2014 | | S | | 5,100 | D | | 118,236 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|-------|----------|-----|----------|---------|
| Common Stock | | | | | \$ | | | |
| | | | | | 141.7143 | | | |
| | | | | | (2) | | | |
| Common Stock | 05/28/2014 | | S | 2,900 | D | \$ | 142.2003 | 115,336 |
| | | | | | | (3) | | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 52.19 | 05/27/2014 | | M | 38,084 | 02/16/2008 02/16/2017 | Common Stock 38,084 |
| Employee Stock Option (right to buy) | \$ 51.11 | 05/27/2014 | | M | 12,000 | 01/22/2011 01/22/2020 | Common Stock 12,000 |
| Employee Stock Option (right to buy) | \$ 51.11 | 05/28/2014 | | M | 8,000 | 01/22/2011 01/22/2020 | Common Stock 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Humphrey John
C/O ROPER INDUSTRIES, INC.
6901 PROFESSIONAL PARKWAY EAST, SUITE 200
SARASOTA, FL 34240

EVP, Chief Financial Officer

Signatures

John Humphrey, by Paul J. Soni, his attorney-in-fact, pursuant to Power of Attorney dated April 25, 2006.

05/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported is the weighted average sale price for the 50,084 shares. The individual range of sale prices for this transaction is \$142.1200 to \$142.5000. The reporting person undertakes to provide to Roper Industries, Inc., any security holder of Roper Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this Footnote

(2) The price reported is the weighted average sale price for the 5,100 shares. The individual range of sale prices for this transaction is \$141.000 to \$141.9900. The reporting person undertakes to provide to Roper Industries, Inc., any security holder of Roper Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this Footnote

(3) The price reported is the weighted average sale price for the 2,900 shares. The individual range of sale prices for this transaction is \$142.0050 to \$142.5000. The reporting person undertakes to provide to Roper Industries, Inc., any security holder of Roper Industries, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within the range set forth in this Footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.