



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

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**IDEX CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation or organization)

**630 Dundee Road**

**Northbrook, Illinois**

(Address of principal executive offices)

**36-3555336**

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

**60062**

(Zip Code)

**IDEX Corporation Incentive Award Plan (as Amended and Restated)**

(full title of the plan)

Frank J. Notaro  
Vice President  
General Counsel and Secretary  
IDEX Corporation  
630 Dundee Road  
Northbrook, IL 60062  
(847) 498-7070

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copy to:*  
Christopher D. Lueking  
Latham & Watkins  
Sears Tower, Suite 5800  
233 S. Wacker Drive  
Chicago, IL 60606  
(312) 876-7700  
(312) 993-9767 (fax)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Non-accelerated filer (do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$0.01 per share ("Shares")	3,650,000	\$32.54	\$118,771,000	\$4,667.70

- (1) This Registration Statement registers 3,650,000 shares of common stock, par value \$0.01 per share (the "Common Stock") of IDEX Corporation (the "Company") pursuant to the IDEX Corporation Incentive Award Plan (as Amended and Restated) (the "Plan"), in addition to the 2,300,000 shares of Common Stock which were registered under the Plan on a registration statement on Form S-8 (File No. 333-123558) filed with the Securities and Exchange Commission on March 24, 2005 (the "Prior Form S-8"). The contents of the Prior Form S-8 are incorporated into this Registration Statement by reference. Pursuant to a three-for-two stock split of the Company's Common Stock effected in May 2007 and in accordance with footnote no. 1 to the Prior Form S-8, the number of registered shares under the Prior Form S-8 was increased to 3,450,000 shares of Common Stock. The total number of shares of Common Stock registered under this Registration Statement and under the Prior Form S-8 equals 7,100,000 shares. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of the Company's Common Stock that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off, or other distribution of stock or property of the Company, combination or exchange of shares of Common Stock, dividend in kind, or other like change in capital structure.
- (2) Pursuant to Rule 457 of the Securities Act, as amended, based upon the average of the high and low prices of the Company's Shares as reported on the New York Stock Exchange on April 4, 2008 (\$32.54). Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information**

Not required to be filed with this Registration Statement.

**Item 2. Registrant Information and Employee Plan Annual Information**

Not required to be filed with this Registration Statement.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents, filed with the Securities and Exchange Commission (the "Commission") by the Company, are incorporated by reference in this Registration Statement as of their respective dates:

- A. The Company's Annual Report on Form 10-K filed on February 29, 2008 (File No. 001-10235), for the fiscal year ended December 31, 2007.
- B. The Company's Proxy Statement, filed on March 7, 2008.
- C. The Company's Registration Statement on Form S-8 (File No. 333-123558), filed on March 24, 2005.
- D. All reports filed by the Company with the Commission pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since December 31, 2007.

All documents subsequently filed by the Company or by the Plans pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from their dates of filing; except as to any portion of any current report furnished under Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement is deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances will any information filed under Items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

**Item 4. Description of Securities**

Not required to be filed with this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Not required to be filed with this Registration Statement.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Latham & Watkins
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Latham & Watkins
24.1	Power of Attorney

**Item 9. Undertakings**

Not required to be filed with this Registration Statement.

## 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 the city of Northbrook, state of Illinois, on this 8<sup>th</sup> day of April, 2008.

### IDEX CORPORATION

By: /s/ Dominic A. Romeo  
Dominic A. Romeo  
Vice President and Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Lawrence D. Kingsley and Dominic A. Romeo, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and reimbursement, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments or supplements 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, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto 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, 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 by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ LAWRENCE D. KINGSLEY</u> Lawrence D. Kingsley	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	April 8, 2008
<u>/s/ DOMINIC A. ROMEO</u> Dominic A. Romeo	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 8, 2008
<u>/s/ BRADLEY J. BELL</u> Bradley J. Bell	Director	April 8, 2008
<u>/s/ RUBY R. CHANDY</u> Ruby R. Chandy	Director	April 8, 2008
<u>/s/ WILLIAM M. COOK</u> William M. Cook	Director	April 8, 2008

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**Signature**

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**Title**

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**Date**

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/s/ FRANK S. HERMANCE  
Frank S. Hermance

Director

April 8, 2008

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/s/ GREGORY F. MILZCIK  
Gregory F. Milzcik

Director

April 8, 2008

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/s/ NEIL A. SPRINGER  
Neil A. Springer

Director

April 8, 2008

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/s/ MICHAEL T. TOKARZ  
Michael T. Tokarz

Director

April 8, 2008

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**EXHIBIT INDEX**

**IDEX CORPORATION**

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5.1	Opinion of Latham & Watkins	Filed herewith.
23.1	Consent of Independent Registered Public Accounting Firm	Filed herewith.
23.2	Consent of Latham & Watkins	Contained in opinion filed as Exhibit 5.1.
24.1	Power of Attorney	Included on signature page hereto.

Opinion of Latham & Watkins LLP

April 8, 2008

IDEX Corporation  
630 Dundee Road, Suite 400  
Northbrook, IL 60062

Re: Registration Statement on Form S-8 with respect to 3,650,000 shares of Common  
Stock, par value \$0.01 per share

Ladies and Gentlemen:

We have acted as counsel to IDEX Corporation, a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 3,650,000 shares of common stock, \$0.01 par value per share (the "Shares"), issuable under the IDEX Corporation Incentive Award Plan, (as Amended and Restated) (the "Plan"). The Shares are included in a registration statement on Form S—8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on April 8, 2008 (Registration No. 333— \_\_\_ ) (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares are issued by the Company in the manner contemplated by and in accordance with the terms of the Plan, and subject to the Company completing all actions and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

Latham & Watkins LLP



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 27, 2008, relating to the consolidated financial statements and financial statement schedule of IDEX Corporation and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph related to a change in accounting for share based payments as a result of adopting Statement of Financial Accounting Standards No. 123(R), *Share Based Payment*, on January 1, 2006, and a change in accounting for pension and other postretirement benefits as a result of adopting Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, on December 31, 2006) and the effectiveness of IDEX Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of IDEX Corporation for the year ended December 31, 2007.

DELOITTE & TOUCHE LLP  
Chicago, Illinois  
April 8, 2008