

**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)

**36-3555336**

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

**630 Dundee Road**  
**Northbrook, Illinois**

(Address of principal executive offices)

**60062**

(Zip Code)

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

(full title of the plan)

Copy to:

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)

Christopher D. Lueking  
Latham & Watkins  
233 S. Wacker Drive, Suite 5800  
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.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a 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")	3,500,000	\$31.84	\$111,440,000.00	\$7,945.67

- (1) This Registration Statement registers 3,500,000 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, 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(h) of the Securities Act, the Proposed Maximum Offering Price is estimated solely for the purpose of calculating the registration fee and is based on the average of the high and low market prices for the Common Stock reported on the New York Stock Exchange (the "NYSE") on May 19, 2010 (\$31.84).

## EXPLANATORY NOTE

This Registration Statement registers 3,500,000 shares of Common Stock of the Company pursuant to the Plan, which shares are in addition to the 3,650,000 shares of Common Stock which were registered under the Plan on a registration statement on Form S-8 (File No. 333-150142) filed with the Securities and Exchange Commission (the "Commission") on April 8, 2008 (the "2008 Form S-8") and 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 Commission on March 24, 2005 (the "2005 Form S-8", and together with the 2008 Form S-8, the "Prior Form S-8s"). This Registration Statement relates to securities of the same class as that to which the Prior Form S-8s relate and is submitted in accordance with General Instruction E of Form S-8 regarding registration of additional securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Form S-8s are incorporated into this Registration Statement by reference, except as otherwise provided herein. 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 2005 Form S-8, the number of registered shares under the 2005 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-8s equals 10,600,000 shares.

### 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 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 March 1, 2010 (File No. 001-10235), for the fiscal year ended December 31, 2009.
- B. All other 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, 2009.

All documents subsequently filed by the Company or by the Plan 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>
4.1	Restated Certificate of Incorporation of IDEX Corporation (formerly HI, Inc.) (incorporated by reference to Exhibit No. 3.1 to the Registration Statement on Form S-1 of IDEX, et al., Registration No. 33-21205, as filed on April 21, 1988)
4.2	Amendment to Restated Certificate of Incorporation of IDEX Corporation (formerly HI, Inc.) (incorporated by reference to Exhibit No. 3.1 (a) to the Quarterly Report of IDEX on Form 10-Q for the quarter ended March 31, 1996, Commission File No. 1-10235)
4.3	Amendment to Restated Certificate of Incorporation of IDEX Corporation (formerly HI, Inc.) (incorporated by reference to Exhibit No. 3.1 (b) to the Current Report of IDEX on Form 8-K March 24, 2005, Commission File No. 1-10235)

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.4	Amended and Restated By-Laws of IDEX Corporation (incorporated by reference to Exhibit No. 3.2 to Post-Effective Amendment No. 2 to the Registration Statement on Form S-1 of IDEX, et al., Registration No. 33-21205, as filed on July 17, 1989)
4.5	Amended and Restated Article III, Section 13 of the Amended and Restated By-Laws of IDEX Corporation (incorporated by reference to Exhibit No. 3.2 (a) to Post-Effective Amendment No. 3 to the Registration Statement on Form S-1 of IDEX, et al., Registration No. 33-21205, as filed on February 12, 1990)
4.6	IDEX Corporation Incentive Award Plan (As Amended and Restated) (incorporated by reference to Appendix A of the definitive Proxy Statement of the Company on Schedule 14A, filed on March 5, 2010)
5.1	Opinion of Latham & Watkins
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Latham & Watkins (contained in opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)

**Item 9. Undertakings**

Not required to be filed with this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 20th day of May, 2010.

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 or her true and lawful attorney-in-fact and agents, with full power of substitution and reimbursement, for him or her and in his or her 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 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 or she 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, this Registration Statement has been signed by the following persons in their respective capacities with the Company 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)	May 20, 2010
<u>/s/ Dominic A. Romeo</u> Dominic A. Romeo	Vice President and Chief Financial Officer (Principal Financial Officer)	May 20, 2010
<u>/s/ Michael J. Yates</u> Michael J. Yates	Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 20, 2010
<u>/s/ Bradley J. Bell</u> Bradley J. Bell	Director	May 20, 2010
<u>/s/ Ruby R. Chandy</u> Ruby R. Chandy	Director	May 20, 2010

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William M. Cook</u> William M. Cook	Director	May 20, 2010
<u>/s/ Frank S. Hermance</u> Frank S. Hermance	Director	May 20, 2010
<u>/s/ Gregory F. Milzcik</u> Gregory F. Milzcik	Director	May 20, 2010
<u>/s/ Neil A. Springer</u> Neil A. Springer	Director	May 20, 2010
<u>/s/ Michael T. Tokarz</u> Michael T. Tokarz	Director	May 20, 2010

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**EXHIBIT INDEX**  
**IDEX CORPORATION**

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4.6	IDEX Corporation Incentive Award Plan (As Amended and Restated) (incorporated by reference to Appendix A of the definitive Proxy Statement of the Company on Schedule 14A, filed on March 5, 2010)
5.1	Opinion of Latham & Watkins
23.1	Consent of Independent Registered Public Accounting Firm
23.2	Consent of Latham & Watkins (contained in opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on signature page hereto)

233 S. Wacker Drive, Suite 5800  
 Chicago, Illinois 60606  
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**LATHAM & WATKINS** LLP

FIRM / AFFILIATE OFFICES

Abu Dhabi	Moscow
Barcelona	Munich
Beijing	New Jersey
Brussels	New York
Chicago	Orange County
Doha	Paris
Dubai	Riyadh
Frankfurt	Rome
Hamburg	San Diego
Hong Kong	San Francisco
Houston	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.

May 20, 2010

IDEX Corporation  
 630 Dundee Road  
 Northbrook, Illinois

Re: Registration Statement on Form S-8 with respect to 3,500,000 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 3,500,000 shares of common stock, par value \$0.01 per share (the "Shares"), issuable pursuant to 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 May 20, 2010 (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 issuance 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 have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipient, and have been issued by the Company in the manner contemplated by the Plan, including the receipt of payment for such Shares in an amount in cash or other legal consideration of not less than the aggregate par value for such Shares, the issuance 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.



May 20, 2010

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**LATHAM & WATKINS**<sup>LLP</sup>

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,

/s/ Latham & Watkins

**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 26, 2010, relating to the consolidated financial statements and financial statement schedule of IDEX Corporation and subsidiaries (the "Company") (which report expresses an unqualified opinion and includes an explanatory paragraph referring to the Company's change in the method of accounting for 85% of the Company's inventories from the last-in, first-out method to the first-in, first-out method in 2009), and the effectiveness of IDEX Corporation's internal control over financial reporting, appearing in the Annual Report on Form 10-K of IDEX Corporation and subsidiaries for the year ended December 31, 2009.

/s/ Deloitte & Touche LLP

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Deloitte & Touche LLP

Chicago, Illinois

May 20, 2010