

IDEX CORP /DE/  
Form 10-Q  
August 07, 2008

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

**FORM 10-Q**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2008
- OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission file number 1-10235**

**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)*

**Registrant's telephone number: (847) 498-7070**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Number of shares of common stock of IDEX Corporation outstanding as of July 31, 2008: 82,557,377 (net of treasury shares).

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.****IDEX CORPORATION**

**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands except share and per share amounts)  
(unaudited)

|                                                                                                                | <b>June 30, 2008</b> | <b>December 31,<br/>2007</b> |
|----------------------------------------------------------------------------------------------------------------|----------------------|------------------------------|
| <b>ASSETS</b>                                                                                                  |                      |                              |
| Current assets                                                                                                 |                      |                              |
| Cash and cash equivalents                                                                                      | \$ 118,538           | \$ 102,757                   |
| Restricted cash                                                                                                |                      | 140,005                      |
| Receivables, less allowance for doubtful accounts of \$5,833 at June 30, 2008 and \$5,746 at December 31, 2007 | 240,028              | 193,326                      |
| Inventories                                                                                                    | 197,702              | 177,435                      |
| Other current assets                                                                                           | 26,640               | 23,615                       |
| Total current assets                                                                                           | 582,908              | 637,138                      |
| Property, plant and equipment net                                                                              | 178,318              | 172,999                      |
| Goodwill                                                                                                       | 1,094,789            | 977,019                      |
| Intangible assets net                                                                                          | 236,974              | 191,766                      |
| Other noncurrent assets                                                                                        | 12,075               | 10,672                       |
| Total assets                                                                                                   | \$ 2,105,064         | \$ 1,989,594                 |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>                                                                     |                      |                              |
| Current liabilities                                                                                            |                      |                              |
| Trade accounts payable                                                                                         | \$ 101,817           | \$ 84,209                    |
| Accrued expenses                                                                                               | 106,425              | 99,125                       |
| Short-term borrowings                                                                                          | 13,599               | 5,830                        |
| Dividends payable                                                                                              | 9,771                | 9,789                        |
| Total current liabilities                                                                                      | 231,612              | 198,953                      |
| Long-term borrowings                                                                                           | 397,060              | 448,901                      |
| Deferred income taxes                                                                                          | 152,192              | 124,472                      |
| Other noncurrent liabilities                                                                                   | 50,063               | 54,545                       |
| Total liabilities                                                                                              | 830,927              | 826,871                      |
| Commitment and contingencies                                                                                   |                      |                              |

Shareholders' equity

Preferred stock:

Authorized: 5,000,000 shares, \$.01 per share par value; Issued:

None

Common stock:

Authorized: 150,000,000 shares, \$.01 per share par value Issued:

82,700,110 shares at June 30, 2008 and 81,736,244 shares at

December 31, 2007

Additional paid-in capital

Retained earnings

Treasury stock at cost: 171,213 shares at June 30, 2008 and

156,986 shares at December 31, 2007

Accumulated other comprehensive income

Total shareholders' equity

Total liabilities and shareholders' equity

|              |              |
|--------------|--------------|
| 827          | 817          |
| 363,378      | 346,450      |
| 821,359      | 753,519      |
| (4,875)      | (4,443)      |
| 93,448       | 66,380       |
| 1,274,137    | 1,162,723    |
| \$ 2,105,064 | \$ 1,989,594 |

See Notes to Condensed Consolidated Financial Statements.

Table of Contents**IDEX CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**(in thousands except per share amounts)  
(unaudited)

|                                                       | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|-------------------------------------------------------|---------------------------|-------------|-------------------------|-------------|
|                                                       | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|                                                       | <b>2008</b>               | <b>2007</b> | <b>2008</b>             | <b>2007</b> |
| Net sales                                             | \$ 397,310                | \$ 344,482  | \$ 768,972              | \$ 677,750  |
| Cost of sales                                         | 234,102                   | 196,948     | 450,597                 | 390,552     |
| Gross profit                                          | 163,208                   | 147,534     | 318,375                 | 287,198     |
| Selling, general and administrative expenses          | 89,400                    | 78,669      | 176,468                 | 156,781     |
| Operating income                                      | 73,808                    | 68,865      | 141,907                 | 130,417     |
| Other income net                                      | 987                       | 521         | 1,162                   | 1,094       |
| Interest expense                                      | 4,092                     | 6,058       | 9,758                   | 12,437      |
| Income from continuing operations before income taxes | 70,703                    | 63,328      | 133,311                 | 119,074     |
| Provision for income taxes                            | 24,649                    | 21,493      | 45,878                  | 40,408      |
| Income from continuing operations                     | 46,054                    | 41,835      | 87,433                  | 78,666      |
| Loss from discontinued operations, net of tax         |                           | (205)       |                         | (369)       |
| Net income                                            | \$ 46,054                 | \$ 41,630   | \$ 87,433               | \$ 78,297   |
| <i>Basic earnings per common share:</i>               |                           |             |                         |             |
| Continuing operations                                 | \$ .57                    | \$ .52      | \$ 1.08                 | \$ .98      |
| Discontinued operations                               |                           |             |                         | (.01)       |
| Net income                                            | \$ .57                    | \$ .52      | \$ 1.08                 | \$ .97      |
| <i>Diluted earnings per common share:</i>             |                           |             |                         |             |
| Continuing operations                                 | \$ .56                    | \$ .51      | \$ 1.06                 | \$ .96      |
| Discontinued operations                               |                           |             |                         |             |
| Net income                                            | \$ .56                    | \$ .51      | \$ 1.06                 | \$ .96      |
| <i>Share data:</i>                                    |                           |             |                         |             |
| Basic weighted average common shares outstanding      | 81,322                    | 80,595      | 81,194                  | 80,429      |
| Diluted weighted average common shares outstanding    | 82,746                    | 82,046      | 82,511                  | 81,855      |

See Notes to Condensed Consolidated Financial Statements.

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**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**  
**(in thousands except share amounts)**  
**(unaudited)**

|                                                                                 | <b>Common<br/>Stock<br/>and<br/>Additional<br/>Paid-In<br/>Capital</b> |            | <b>Accumulated Other<br/>Comprehensive Income<br/>Net<br/>Actuarial<br/>Losses<br/>and Prior<br/>Service<br/>Costs on<br/>Pensions<br/>and<br/>Other<br/>Post-<br/>Retirement<br/>Benefit<br/>Plans</b> |             | <b>Cumulative<br/>Unrealized<br/>Gains<br/>on<br/>Derivatives<br/>Designated<br/>as Cash<br/>Flow<br/>Hedges</b> |            | <b>Treasury<br/>Stock</b> |              | <b>Total<br/>Shareholders<br/>Equity</b> |
|---------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|------------------------------------------------------------------------------------------------------------------|------------|---------------------------|--------------|------------------------------------------|
| Balance, December 31,<br>2007                                                   | \$ 347,267                                                             | \$ 753,519 | \$ 86,755                                                                                                                                                                                               | \$ (20,375) | \$                                                                                                               | \$ (4,443) | \$                        | \$ 1,162,723 |                                          |
| Net income                                                                      |                                                                        | 87,433     |                                                                                                                                                                                                         |             |                                                                                                                  |            |                           |              | 87,433                                   |
| Other comprehensive<br>income, net of tax:                                      |                                                                        |            |                                                                                                                                                                                                         |             |                                                                                                                  |            |                           |              |                                          |
| Cumulative translation<br>adjustment                                            |                                                                        |            | 23,063                                                                                                                                                                                                  |             |                                                                                                                  |            |                           |              | 23,063                                   |
| Amortization of retirement<br>obligations                                       |                                                                        |            |                                                                                                                                                                                                         | 849         |                                                                                                                  |            |                           |              | 849                                      |
| Unrealized gain on<br>derivatives designated as<br>cash flow hedges             |                                                                        |            |                                                                                                                                                                                                         |             |                                                                                                                  | 3,156      |                           |              | 3,156                                    |
| Other comprehensive<br>income                                                   |                                                                        |            |                                                                                                                                                                                                         |             |                                                                                                                  |            |                           |              | 27,068                                   |
| Comprehensive income                                                            |                                                                        |            |                                                                                                                                                                                                         |             |                                                                                                                  |            |                           |              | 114,501                                  |
| Issuance of 400,738 shares<br>of common stock from<br>exercise of stock options | 8,727                                                                  |            |                                                                                                                                                                                                         |             |                                                                                                                  |            |                           |              | 8,727                                    |



|                                                     |            |            |            |             |          |            |              |
|-----------------------------------------------------|------------|------------|------------|-------------|----------|------------|--------------|
| and deferred compensation plans, net of tax benefit |            |            |            |             |          |            |              |
| Share-based compensation                            | 8,211      |            |            |             |          |            | 8,211        |
| Unvested shares surrendered for tax withholding     |            |            |            |             |          | (432)      | (432)        |
| Cash dividends declared \$ .24 per common share     |            | (19,593)   |            |             |          |            | (19,593)     |
| Balance, June 30, 2008                              | \$ 364,205 | \$ 821,359 | \$ 109,818 | \$ (19,526) | \$ 3,156 | \$ (4,875) | \$ 1,274,137 |

See Notes to Condensed Consolidated Financial Statements.

**Table of Contents****IDEX CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**(in thousands)  
(unaudited)

|                                                                                   | <b>Six Months<br/>Ended June 30,</b> |             |
|-----------------------------------------------------------------------------------|--------------------------------------|-------------|
|                                                                                   | <b>2008</b>                          | <b>2007</b> |
| Cash flows from operating activities of continuing operations                     |                                      |             |
| Net income                                                                        | \$ 87,433                            | \$ 78,297   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                      |             |
| Loss from discontinued operations                                                 |                                      | 369         |
| Depreciation and amortization                                                     | 16,435                               | 14,079      |
| Amortization of intangible assets                                                 | 7,778                                | 4,400       |
| Amortization of debt issuance expenses                                            | 155                                  | 230         |
| Stock-based compensation expense                                                  | 8,211                                | 6,721       |
| Deferred income taxes                                                             | 3,112                                | 2,812       |
| Excess tax benefit from stock-based compensation                                  | (2,359)                              | (3,651)     |
| Changes in (net of the effect from acquisitions):                                 |                                      |             |
| Receivables                                                                       | (15,032)                             | (20,203)    |
| Inventories                                                                       | (9,600)                              | (4,344)     |
| Trade accounts payable                                                            | 6,011                                | 9,559       |
| Accrued expenses                                                                  | (3,475)                              | (6,880)     |
| Other net                                                                         | (4,864)                              | (1,821)     |
| Net cash flows provided by operating activities of continuing operations          | 93,805                               | 79,568      |
| Cash flows from investing activities of continuing operations                     |                                      |             |
| Additions to property, plant and equipment                                        | (13,203)                             | (12,830)    |
| Acquisition of businesses, net of cash acquired                                   | (156,210)                            | (56,706)    |
| Change in restricted cash                                                         | 140,005                              |             |
| Net cash flows used in investing activities of continuing operations              | (29,408)                             | (69,536)    |
| Cash flows from financing activities of continuing operations                     |                                      |             |
| Borrowings under credit facilities for acquisitions                               |                                      | 24,177      |
| Borrowings under credit facilities                                                | 272,238                              | 21,758      |
| Payments under credit facilities                                                  | (167,021)                            | (81,296)    |
| Payment of senior notes                                                           | (150,000)                            |             |
| Dividends paid                                                                    | (19,610)                             | (17,763)    |
| Distributions for discontinued operations                                         |                                      | (560)       |
| Proceeds from stock option exercises                                              | 7,904                                | 9,535       |
| Excess tax benefit from stock-based compensation                                  | 2,359                                | 3,651       |
| Other net                                                                         | 633                                  | 1,768       |
| Net cash flows used in financing activities of continuing operations              | (53,497)                             | (38,730)    |
| Cash flows from discontinued operations                                           |                                      |             |

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|                                                                      |            |           |
|----------------------------------------------------------------------|------------|-----------|
| Net cash used in operating activities of discontinued operations     |            | (561)     |
| Net cash provided by financing activities of discontinued operations |            | 560       |
| Net cash flows used in discontinued operations                       |            | (1)       |
| Effect of exchange rate changes on cash and cash equivalents         | 4,881      | 2,782     |
| Net increase (decrease) in cash                                      | 15,781     | (25,917)  |
| Cash and cash equivalents at beginning of year                       | 102,757    | 77,943    |
| Cash and cash equivalents at end of period                           | 118,538    | 52,026    |
| Less-cash, end of period-discontinued operations                     |            | 1         |
| Cash and cash equivalents at end of period-continuing operations     | \$ 118,538 | \$ 52,025 |
| <b>Supplemental cash flow information</b>                            |            |           |
| Cash paid for:                                                       |            |           |
| Interest                                                             | \$ 11,496  | \$ 12,253 |
| Income taxes                                                         | 38,400     | 40,364    |
| Significant non-cash activities:                                     |            |           |
| Debt acquired with acquisition of business                           |            | 1,571     |
| Non-cash capital expenditures                                        | 110        | 300       |

See Notes to Condensed Consolidated Financial Statements.

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**IDEX CORPORATION AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)**

**1. Basis of Presentation and Significant Accounting Policies**

The condensed consolidated financial statements of IDEX Corporation ( IDEX or the Company ) have been prepared in accordance with the instructions to Form 10-Q under the Securities Exchange Act of 1934, as amended. The statements are unaudited but include all adjustments, consisting only of recurring items, except as noted, which the Company considers necessary for a fair presentation of the information set forth herein. The results of operations for the three and six months ended June 30, 2008 are not necessarily indicative of the results to be expected for the entire year.

The condensed consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007.

***Revenue recognition***

The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable, and collectibility of the sales price is reasonably assured. For product sales, delivery does not occur until the products have been shipped and risk of loss has been transferred to the customer. Revenue from services is recognized when the services are provided or ratably over the contract term. Some arrangements with customers may include multiple deliverables, including the combination of products and services. In such cases the Company has identified these as separate elements in accordance with Emerging Issues Task Force Issue No. 00-21, Revenue Arrangements with Multiple Deliverables and recognizes revenue consistent with the policy for each separate element based on the fair value of each accounting unit. Revenues from certain long-term contracts are recognized on the percentage-of-completion method. Percentage-of-completion is measured principally by the percentage of costs incurred to date for each contract to the estimated total costs for such contract at completion. Provisions for estimated losses on uncompleted long-term contracts are made in the period in which such losses are determined. Due to uncertainties inherent in the estimation process, it is reasonably possible that completion costs, including those arising from contract penalty provisions and final contract settlements, will be revised in the near-term. Such revisions to costs and income are recognized in the period in which the revisions are determined.

The Company records allowances for discounts, product returns and customer incentives at the time of sale as a reduction of revenue as such allowances can be reliably estimated based on historical experience and known trends. The Company also offers product warranties and accrues its estimated exposure for warranty claims at the time of sale based upon the length of the warranty period, warranty costs incurred and any other related information known to the Company.

**2. Acquisitions**

On January 1, 2008, the Company acquired ADS, LLC (ADS), a leading provider of metering technology and flow monitoring services for water and wastewater markets. ADS is headquartered in Huntsville, Alabama, with regional sales and service offices throughout the United States and Australia. With annual revenues of approximately \$70 million, ADS will operate as a standalone business unit within the Company's Fluid and Metering Technologies Segment. The Company acquired ADS for an aggregate purchase price of \$156.4 million, consisting entirely of cash. Approximately \$155.0 million of the cash payment was financed by borrowings under the Company's credit facility, of

which \$140.0 million was reflected as restricted cash at December 31, 2007. Goodwill and intangible assets recognized as part of this transaction were \$104.2 million and \$51.9 million, respectively. The \$104.2 million of goodwill is not deductible for tax purposes.

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The purchase price for ADS, including transaction costs, has been allocated to the assets acquired and liabilities assumed based on estimated fair values at the date of the acquisition. The purchase price allocation is preliminary and further refinements may be necessary pending finalization of asset valuations.

The results of operations for this acquisition have been included within the Company's financial results from the date of the acquisition. The Company does not consider this acquisition to be material to its results of operations for any of the periods presented.

**3. Discontinued Operations**

On August 13, 2007, the Company completed the sale of Halox, its chemical and electrochemical systems product line operating as a unit of Pulsafeeder in IDEX's Fluid & Metering Technologies Segment, resulting in an after-tax loss of \$0.1 million.

Summarized results of the Company's discontinued operations are as follows:

|                                                       | <b>Three<br/>Months<br/>Ended<br/>June 30,<br/>2007</b> | <b>Six Months<br/>Ended June 30,<br/>2007</b> |
|-------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------|
|                                                       | <b>(In thousands)</b>                                   |                                               |
| Revenue                                               | \$ 515                                                  | \$ 1,136                                      |
| Loss from discontinued operations before income taxes | \$ (315)                                                | \$ (567)                                      |
| Income tax benefit                                    | 110                                                     | 198                                           |
| Loss from discontinued operations                     | \$ (205)                                                | \$ (369)                                      |

**4. Business Segments**

The Company consists of four reporting segments: Fluid & Metering Technologies, Health & Science Technologies, Dispensing Equipment and Fire & Safety/Diversified Products.

The Fluid & Metering Technologies Segment produces pumps, flow meters, and related controls for the movement of liquids and gases in a diverse range of end markets from industrial infrastructure to food and beverage. The Health & Science Technologies Segment produces a wide variety of small-scale, highly accurate pumps, valves, fittings and medical devices, as well as compressors used in medical, dental and industrial applications. The Dispensing Equipment Segment produces highly engineered equipment for dispensing, metering and mixing colorants, paints, inks and dyes, as well as refinishing equipment. The Fire & Safety/Diversified Products Segment produces firefighting pumps, rescue tools, lifting bags and other components and systems for the fire and rescue industry, as

well as engineered stainless steel banding and clamping devices used in a variety of industrial and commercial applications.

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Information on the Company's business segments from continuing operations is presented below, based on the nature of products and services offered. The Company evaluates performance based on several factors, of which operating income is the primary financial measure. Intersegment sales are accounted for at fair value as if the sales were to third parties.

|                                     | <b>Three Months<br/>Ended June 30,</b> |             | <b>Six Months<br/>Ended June 30,</b> |             |
|-------------------------------------|----------------------------------------|-------------|--------------------------------------|-------------|
|                                     | <b>2008</b>                            | <b>2007</b> | <b>2008</b>                          | <b>2007</b> |
|                                     | <b>(In thousands)</b>                  |             |                                      |             |
| <i>Net sales</i>                    |                                        |             |                                      |             |
| Fluid & Metering Technologies:      |                                        |             |                                      |             |
| External customers                  | \$ 177,096                             | \$ 140,583  | \$ 347,684                           | \$ 276,885  |
| Intersegment sales                  | 262                                    | 511         | 604                                  | 915         |
| Total group sales                   | 177,358                                | 141,094     | 348,288                              | 277,800     |
| Health & Science Technologies:      |                                        |             |                                      |             |
| External customers                  | 86,366                                 | 81,232      | 168,773                              | 161,110     |
| Intersegment sales                  | 881                                    | 1,138       | 2,116                                | 1,980       |
| Total group sales                   | 87,247                                 | 82,370      | 170,889                              | 163,090     |
| Dispensing Equipment:               |                                        |             |                                      |             |
| External customers                  | 56,601                                 | 49,859      | 106,609                              | 97,752      |
| Intersegment sales                  |                                        |             |                                      |             |
| Total group sales                   | 56,601                                 | 49,859      | 106,609                              | 97,752      |
| Fire & Safety/Diversified Products: |                                        |             |                                      |             |
| External customers                  | 77,247                                 | 72,808      | 145,906                              | 142,003     |
| Intersegment sales                  |                                        |             | 4                                    | 1           |
| Total group sales                   | 77,247                                 | 72,808      | 145,910                              | 142,004     |
| Intersegment elimination            | (1,143)                                | (1,649)     | (2,724)                              | (2,896)     |
| Total net sales                     | \$ 397,310                             | \$ 344,482  | \$ 768,972                           | \$ 677,750  |
| <i>Operating income</i>             |                                        |             |                                      |             |
| Fluid & Metering Technologies       | \$ 34,655                              | \$ 30,133   | \$ 68,900                            | \$ 59,884   |
| Health & Science Technologies       | 16,054                                 | 15,167      | 31,133                               | 29,030      |
| Dispensing Equipment                | 14,294                                 | 14,248      | 25,527                               | 25,952      |



|                                    |           |           |            |            |
|------------------------------------|-----------|-----------|------------|------------|
| Fire & Safety/Diversified Products | 18,608    | 18,117    | 36,338     | 33,475     |
| Corporate office and other         | (9,803)   | (8,800)   | (19,991)   | (17,924)   |
| Total operating income             | \$ 73,808 | \$ 68,865 | \$ 141,907 | \$ 130,417 |

## 5. Earnings Per Common Share

Earnings per common share ( EPS ) are computed by dividing net income by the weighted average number of shares of common stock (basic) plus common stock equivalents outstanding (diluted) during the period. Common stock equivalents consist of stock options, which have been included in the calculation of weighted average shares outstanding using the treasury stock method, unvested shares, and shares issuable in connection with certain

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deferred compensation agreements ( DCUs ). Basic weighted average shares reconciles to diluted weighted average shares as follows:

|                                                             | <b>Three Months<br/>Ended June 30,</b> |             | <b>Six Months<br/>Ended June 30,</b> |             |
|-------------------------------------------------------------|----------------------------------------|-------------|--------------------------------------|-------------|
|                                                             | <b>2008</b>                            | <b>2007</b> | <b>2008</b>                          | <b>2007</b> |
|                                                             | <b>(In thousands)</b>                  |             |                                      |             |
| Basic weighted average common shares outstanding            | 81,322                                 | 80,595      | 81,194                               | 80,429      |
| Dilutive effect of stock options, unvested shares, and DCUs | 1,424                                  | 1,451       | 1,317                                | 1,426       |
| Diluted weighted average common shares outstanding          | 82,746                                 | 82,046      | 82,511                               | 81,855      |

Options to purchase approximately 1.9 million and 1.7 million shares of common stock as of June 30, 2008 and 2007, respectively, were not included in the computation of diluted EPS because the exercise price was greater than the average market price of the Company's common stock and, therefore, the effect of their inclusion would be antidilutive.

**6. Inventories**

The components of inventories as of June 30, 2008 and December 31, 2007 were:

|                                    | <b>June 30,<br/>2008</b> | <b>December 31,<br/>2007</b> |
|------------------------------------|--------------------------|------------------------------|
|                                    | <b>(In thousands)</b>    |                              |
| Raw materials and components parts | \$ 105,162               | \$ 88,159                    |
| Work-in-process                    | 25,760                   | 22,670                       |
| Finished goods                     | 66,780                   | 66,606                       |
| Total                              | \$ 197,702               | \$ 177,435                   |

Inventories carried on a LIFO basis amounted to \$162.8 million and \$148.4 million at June 30, 2008 and December 31, 2007, respectively. All other inventory was valued on the FIFO method. The excess of current cost over LIFO inventory value amounted to \$4.3 million for June 30, 2008 and \$4.2 million for December 31, 2007.

**7. Goodwill and Intangible Assets**

The changes in the carrying amount of goodwill for the six months ended June 30, 2008, by reporting segment, were as follows:

|                              | <b>Fluid &amp;<br/>Metering<br/>Technologies</b> | <b>Health &amp;<br/>Science<br/>Technologies</b> | <b>Dispensing<br/>Equipment<br/>(In thousands)</b> | <b>Fire &amp;<br/>Safety/<br/>Diversified<br/>Products</b> | <b>Total</b> |
|------------------------------|--------------------------------------------------|--------------------------------------------------|----------------------------------------------------|------------------------------------------------------------|--------------|
| Balance at December 31, 2007 | \$ 334,862                                       | \$ 353,060                                       | \$ 137,390                                         | \$ 151,707                                                 | \$ 977,019   |
| Acquisitions                 | 104,186                                          |                                                  |                                                    |                                                            | 104,186      |
| Foreign currency translation | 1,089                                            | 1,468                                            | 6,266                                              | 4,715                                                      | 13,538       |
| Acquisition adjustments      | 133                                              | (87)                                             |                                                    |                                                            | 46           |
| Balance at June 30, 2008     | \$ 440,270                                       | \$ 354,441                                       | \$ 143,656                                         | \$ 156,422                                                 | \$ 1,094,789 |

Table of Contents**IDEX CORPORATION AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table provides the gross carrying value and accumulated amortization for each major class of intangible asset as of June 30, 2008 and December 31, 2007:

|                                     | At June 30, 2008            |                             |                 | At December 31, 2007        |                             |
|-------------------------------------|-----------------------------|-----------------------------|-----------------|-----------------------------|-----------------------------|
|                                     | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Average<br>Life | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |
|                                     | (In thousands)              |                             |                 |                             |                             |
| Amortizable intangible assets:      |                             |                             |                 |                             |                             |
| Patents                             | \$ 8,389                    | \$ (5,433)                  | 11              | \$ 8,154                    | \$ (5,074)                  |
| Trade names                         | 47,275                      | (4,789)                     | 16              | 37,716                      | (3,259)                     |
| Customer relationships              | 107,648                     | (10,774)                    | 15              | 76,959                      | (6,288)                     |
| Non-compete agreements              | 4,508                       | (2,667)                     | 4               | 4,474                       | (2,141)                     |
| Unpatented technology               | 27,615                      | (1,807)                     | 16              | 14,804                      | (892)                       |
| Other                               | 6,288                       | (1,379)                     | 10              | 6,283                       | (1,070)                     |
| Total amortizable intangible assets | 201,723                     | (26,849)                    |                 | 148,390                     | (18,724)                    |
| Banjo trade name                    | 62,100                      |                             |                 | 62,100                      |                             |
|                                     | \$ 263,823                  | \$ (26,849)                 |                 | \$ 210,490                  | \$ (18,724)                 |

The Banjo trade name is an indefinite lived intangible asset which is tested for impairment on an annual basis or more frequently if events or changes in circumstances indicate that the asset might be impaired.

**8. Accrued Expenses**

The components of accrued expenses as of June 30, 2008 and December 31, 2007 were:

|                                   | June 30,<br>2008 | December 31,<br>2007 |
|-----------------------------------|------------------|----------------------|
|                                   | (In thousands)   |                      |
| Payroll and related items         | \$ 41,551        | \$ 38,461            |
| Management incentive compensation | 8,446            | 11,109               |
| Income taxes payable              | 12,123           | 7,299                |
| Deferred income taxes             | 1,261            | 3,162                |
| Insurance                         | 9,692            | 11,903               |
| Warranty                          | 4,318            | 3,966                |
| Deferred revenue                  | 4,477            | 1,978                |
| Other                             | 24,557           | 21,247               |

|                        |            |           |
|------------------------|------------|-----------|
| Total accrued expenses | \$ 106,425 | \$ 99,125 |
|------------------------|------------|-----------|

**9. Borrowings**

The Company maintains a \$600.0 million unsecured domestic, multi-currency bank revolving credit facility ( Credit Facility ), which expires on December 21, 2011. At June 30, 2008 there was \$301.0 million outstanding under the Credit Facility and outstanding letters of credit totaled approximately \$7.5 million. The net available borrowing under the Credit Facility as of June 30, 2008, was approximately \$291.5 million.

Interest is payable quarterly on the outstanding borrowings at the bank agent s reference rate. Interest on borrowings based on LIBOR plus an applicable margin is payable on the maturity date of the borrowing, or quarterly from the effective date for borrowings exceeding three months. The applicable margin is based on the

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**IDEX CORPORATION AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company's senior, unsecured, long-term debt rating and can range from 24 basis points to 50 basis points. Based on the Company's BBB rating at June 30, 2008, the applicable margin was 40 basis points. An annual Credit Facility fee, also based on the Company's credit rating, is currently 10 basis points and is payable quarterly.

In addition to the \$600.0 million Credit Facility, on April 18, 2008 the Company entered into a \$100.0 million senior bank term loan agreement (Term Loan) with covenants consistent with the existing Credit Facility and a maturity on December 21, 2011. At June 30, 2008, there was \$100.0 million outstanding under the Term Loan with \$5.0 million included within short term borrowings. Interest under the Term Loan is based on the bank agent's reference rate or LIBOR plus an applicable margin and is payable at the end of the selected interest period, but at least quarterly. The applicable margin is based on the Company's senior, unsecured, long-term debt rating and can range from 45 to 100 basis points. Based on the Company's current debt rating, the applicable margin is 80 basis points. The Term Loan requires repayments in April of 2009, 2010, and 2011 of \$5.0 million, \$5.0 million and \$7.5 million, respectively, with the remaining balance due on December 21, 2011.

The Company also has a \$30.0 million demand line of credit ( Short-Term Facility ), which expires on December 12, 2008. Borrowings under the Short-Term Facility are based on LIBOR plus an applicable margin. At June 30, 2008, there were no borrowings under the Short-Term Facility.

On February 15, 2008, the Company retired its \$150.0 million senior notes using proceeds available under the Company's Credit Facility.

**10. Derivative Instruments**

The Company enters into cash flow hedges to reduce the exposure to variability in certain expected future cash flows. The type of cash flow hedges the Company enters into includes foreign currency contracts and interest rate exchange agreements that effectively convert a portion of floating-rate debt to fixed-rate debt and are designed to reduce the impact of interest rate changes on future interest expense.

The effective portion of the gains or losses on the interest rate exchange agreement is reported in accumulated other comprehensive income in shareholders' equity and reclassified into net income in the same period or periods in which the hedged transaction affects net income. The remaining gain or loss in excess of the cumulative change in the present value of future cash flows or the hedged item, if any, is recognized in net income during the period of change.

Fair values relating to derivative financial instruments reflect the estimated amounts that the Company would receive or pay to terminate the contracts at the reporting date based on quoted market prices of comparable contracts at each balance sheet date.

At June 30, 2008, the Company had one interest rate swap expiring in January 2011, which effectively converted \$250.0 million of floating rate debt into fixed rate debt at an interest rate of 3.25%. The fair value of the interest rate swap was recorded as a non-current asset for \$4.9 million at June 30, 2008.

The net gain recognized to net income for the three and six months ended June 30, 2008 related to the cash flow hedge was immaterial. Based on interest rates at June 30, 2008, no significant portion of the amount included in accumulated other comprehensive income in shareholders' equity at June 30, 2008 will be recognized to net income over the next

12 months as the underlying hedged transactions are realized.

At June 30, 2008, the Company had two foreign currency contracts with an aggregate notional amount of \$3.7 million to manage its exposure to fluctuations in foreign currency exchange rates. The decrease in fair market value of these contracts resulted in expense of \$0.1 million for the three and six months ended June 30, 2008 and was recorded in Other (income) expense net within the Consolidated Statements of Operations.

**Table of Contents****IDEX CORPORATION AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Fair Value Measurements**

The Company adopted Statement of Financial Accounting Standard (SFAS) No. 157, Fair Value Measurements, (SFAS No. 157) on January 1, 2008, for our financial assets and financial liabilities. SFAS No. 157 defines fair value, provides guidance for measuring fair value and requires certain disclosures. SFAS No. 157 discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The statement utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs, other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The following table summarizes the basis used to measure the Company's financial assets at fair value on a recurring basis in the balance sheet:

|  | <b>Basis of Fair Value Measurements</b> |                       |                |                |
|--|-----------------------------------------|-----------------------|----------------|----------------|
|  | <b>Balance at</b>                       |                       |                |                |
|  | <b>June 30, 2008</b>                    | <b>Level 1</b>        | <b>Level 2</b> | <b>Level 3</b> |
|  |                                         | <b>(In thousands)</b> |                |                |

|                                                                                           |          |  |          |  |
|-------------------------------------------------------------------------------------------|----------|--|----------|--|
| Interest rate swap derivative financial instruments (included in other noncurrent assets) | \$ 4,939 |  | \$ 4,939 |  |
| Foreign currency contracts (included in accrued expenses)                                 | \$ 80    |  | \$ 80    |  |

In determining the fair value of the Company's interest swap derivatives, the Company uses a present value of expected cash flows based on market observable interest rate yield curves commensurate with the term of each instrument and the credit default swap market to reflect the credit risk of either the Company or the counterparty.

**12. Preferred Stock**

The Company had 5.0 million shares of preferred stock authorized but unissued at June 30, 2008 and December 31, 2007.

**13. Share-Based Compensation**



Effective January 1, 2006, the Company adopted SFAS No. 123R, Share-Based Payment, (SFAS No. 123R) using the modified prospective method, and thus did not restate any prior period amounts. Under this method, compensation cost in the three and six months ending June 30, 2008 and 2007 include the portion vesting in the period for (1) all share-based payments granted prior to, but not vested as of December 31, 2005, based on the grant date fair value estimated using the Black-Scholes option-pricing model in accordance with the original provisions of SFAS No. 123 and (2) all share-based payments granted subsequent to December 31, 2005, based on the grant date fair value estimated using the Binomial lattice option-pricing model.

On April 8, 2008, the Company granted approximately 0.9 million stock options and 0.6 million unvested shares, respectively.

**Table of Contents****IDEX CORPORATION AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Total compensation cost for stock options is as follows:

|                                     | <b>Three Months<br/>Ended June 30,</b> |             | <b>Six Months<br/>Ended June 30,</b> |             |
|-------------------------------------|----------------------------------------|-------------|--------------------------------------|-------------|
|                                     | <b>2008</b>                            | <b>2007</b> | <b>2008</b>                          | <b>2007</b> |
|                                     | <b>(In thousands)</b>                  |             |                                      |             |
| Cost of goods sold                  | \$ 354                                 | \$ 355      | \$ 587                               | \$ 571      |
| General and administrative expenses | 2,380                                  | 2,646       | 4,014                                | 3,971       |
| Total expense before income taxes   | 2,734                                  | 3,001       | 4,601                                | 4,542       |
| Income tax benefit                  | (988)                                  | (1,093)     | (1,663)                              | (1,654)     |
| Total expense after income taxes    | \$ 1,746                               | \$ 1,908    | \$ 2,938                             | \$ 2,888    |

Total compensation cost for unvested shares is as follows:

|                                     | <b>Three Months<br/>Ended June 30,</b> |             | <b>Six Months<br/>Ended June 30,</b> |             |
|-------------------------------------|----------------------------------------|-------------|--------------------------------------|-------------|
|                                     | <b>2008</b>                            | <b>2007</b> | <b>2008</b>                          | <b>2007</b> |
|                                     | <b>(In thousands)</b>                  |             |                                      |             |
| Cost of goods sold                  | \$ 22                                  | \$ 8        | \$ 31                                | \$ 12       |
| General and administrative expenses | 2,540                                  | 1,268       | 3,579                                | 2,167       |
| Total expense before income taxes   | 2,562                                  | 1,276       | 3,610                                | 2,179       |
| Income tax benefit                  | (556)                                  | (285)       | (741)                                | (451)       |
| Total expense after income taxes    | \$ 2,006                               | \$ 991      | \$ 2,869                             | \$ 1,728    |

Classification of stock compensation cost within the Consolidated Statements of Operations is consistent with classification of cash compensation for the same employees and \$0.1 million of compensation cost was capitalized as part of inventory.

As of June 30, 2008, there was \$16.8 million of total unrecognized compensation cost related to stock options that is expected to be recognized over a weighted-average period of 1.5 years, and \$19.9 million of total unrecognized compensation cost related to unvested shares that is expected to be recognized over a weighted-average period of 1.5 years.

**14. Retirement Benefits**

The Company sponsors several qualified and nonqualified defined benefit and defined contribution pension plans and other postretirement plans for its employees. The following tables provide the components of net periodic benefit cost for its major defined benefit plans and its other postretirement plans.

|                                | <b>Pension Benefits</b>                     |                 |             |                 |
|--------------------------------|---------------------------------------------|-----------------|-------------|-----------------|
|                                | <b>Three Months Ended June 30,<br/>2008</b> |                 | <b>2007</b> |                 |
|                                | <b>U.S.</b>                                 | <b>Non-U.S.</b> | <b>U.S.</b> | <b>Non-U.S.</b> |
|                                | <b>(In thousands)</b>                       |                 |             |                 |
| Service cost                   | \$ 446                                      | \$ 228          | \$ 426      | \$ 223          |
| Interest cost                  | 1,132                                       | 473             | 1,082       | 396             |
| Expected return on plan assets | (1,272)                                     | (270)           | (1,299)     | (267)           |
| Net amortization               | 534                                         | 103             | 699         | 188             |
| Net periodic benefit cost      | \$ 840                                      | \$ 534          | \$ 908      | \$ 540          |

**Table of Contents****IDEX CORPORATION AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

|                                | <b>Pension Benefits</b>          |                 |             |                 |
|--------------------------------|----------------------------------|-----------------|-------------|-----------------|
|                                | <b>Six months Ended June 30,</b> |                 |             |                 |
|                                | <b>2008</b>                      |                 | <b>2007</b> |                 |
|                                | <b>U.S.</b>                      | <b>Non-U.S.</b> | <b>U.S.</b> | <b>Non-U.S.</b> |
|                                | <b>(In thousands)</b>            |                 |             |                 |
| Service cost                   | \$ 882                           | \$ 454          | \$ 938      | \$ 444          |
| Interest cost                  | 2,242                            | 939             | 2,144       | 782             |
| Expected return on plan assets | (2,585)                          | (541)           | (2,621)     | (528)           |
| Net amortization               | 1,033                            | 204             | 1,365       | 373             |
| Net periodic benefit cost      | \$ 1,572                         | \$ 1,056        | \$ 1,826    | \$ 1,071        |

|                           | <b>Other Postretirement Benefits</b> |             |                 |             |
|---------------------------|--------------------------------------|-------------|-----------------|-------------|
|                           | <b>Six Months</b>                    |             |                 |             |
|                           | <b>Three Months</b>                  |             | <b>Ended</b>    |             |
|                           | <b>Ended</b>                         |             | <b>June 30,</b> |             |
|                           | <b>June 30,</b>                      |             | <b>June 30,</b> |             |
|                           | <b>2008</b>                          | <b>2007</b> | <b>2008</b>     | <b>2007</b> |
|                           | <b>(In thousands)</b>                |             |                 |             |
| Service cost              | \$ 154                               | \$ 132      | \$ 306          | \$ 255      |
| Interest cost             | 333                                  | 330         | 667             | 655         |
| Net amortization          | 29                                   | 90          | 70              | 173         |
| Net periodic benefit cost | \$ 516                               | \$ 552      | \$ 1,043        | \$ 1,083    |

The Company previously disclosed in its financial statements for the year ended December 31, 2007, that it expected to contribute approximately \$1.8 million to these pension plans and \$1.2 million to its other postretirement benefit plans in 2008. As of June 30, 2008, \$1.2 million of contributions have been made to the pension plans and \$0.5 million has been made to its other postretirement benefit plans. The Company presently anticipates contributing up to an additional \$1.3 million in 2008 to fund these pension plans and other postretirement benefit plans.

**15. Legal Proceedings**

The Company is party to various legal proceedings arising in the ordinary course of business, none of which is expected to have a material adverse effect on its business, financial condition, results of operations or cash flows.

**16. Income Taxes**

The Company's provision for income taxes is based upon estimated annual tax rates for the year applied to federal, state and foreign income. The provision for income taxes from continuing operations increased to \$24.6 million in the second quarter of 2008 from \$21.5 million in the second quarter of 2007. The effective tax rate increased to 34.9% for the second quarter of 2008 compared to 33.9% in the second quarter of 2007 due to the non-renewal of the research and development tax credit, the mix of global pre-tax income among jurisdictions and non-recurring favorable discrete items in the second quarter of 2007.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. The Company adopted the provisions of FASB Interpretation No. 48 Accounting for Uncertainty in Income Taxes ( FIN 48 ) an interpretation of FASB Statement No. 109 on January 1, 2007. In accordance with FIN 48, the Company recognized a cumulative-effect adjustment of \$1.2 million, increasing its liability for unrecognized tax benefits, interest, and penalties and reducing the January 1, 2007 balance of retained earnings. Due to the potential for resolution of federal, state and foreign examinations, and the expiration of various

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**IDEX CORPORATION AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

statutes of limitation, it is reasonably possible that the Company's gross unrecognized tax benefits balance may change within the next twelve months by a range of zero to \$2.2 million.

**17. New Accounting Pronouncements**

On February 6, 2008, the FASB issued a FASB Staff Position (FSP) to allow a one-year deferral of adoption of SFAS No. 157 for non-financial assets and non-financial liabilities that are recognized at fair value on a nonrecurring basis. The Company has adopted Statement 157 as of January 1, 2008 and is currently assessing the impact on non-financial assets and non-financial liabilities within the consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R) (revised 2007), *Business Combinations*, which replaces SFAS No. 141. SFAS No. 141(R) establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements, the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141(R) is to be applied prospectively to business combinations for which the acquisition date is on or after an entity's fiscal year that begins after December 15, 2008. The Company will adopt this statement for acquisitions consummated after its effective date.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* an amendment of ARB No. 51. SFAS No. 160 establishes accounting and reporting standards for noncontrolling interests in a subsidiary and for the deconsolidation of a subsidiary. Minority interests will be recharacterized as noncontrolling interests and classified as a component of equity. It also establishes a single method of accounting for changes in a parent's ownership interest in a subsidiary and requires expanded disclosures. SFAS No. 160 is effective for fiscal years beginning on or after December 15, 2008. The Company is currently assessing the impact of SFAS No. 160 on its consolidated financial statements.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* an amendment to FASB Statement No. 133. SFAS No. 161 is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The Company is currently evaluating the impact of SFAS No. 161 on its financial statements.

In April 2008, the FASB issued FSP 142-3, *Determination of the Useful Life of Intangible Assets*, (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets*. FSP 142-3 is effective for fiscal years beginning after December 15, 2008. The implementation of this standard will not have a material impact on our consolidated financial position and results of operations.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles (SFAS No. 162). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements. SFAS No. 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of

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**IDEX CORPORATION AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Present Fairly in Conformity with Generally Accepted Accounting Principles. The implementation of this standard will not have a material impact on our consolidated financial position and results of operations.

In June 2008, the FASB issued FSP Emerging Issues Task Force (EITF) No. 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*. Under the FSP, unvested share-based payment awards that contain rights to receive nonforfeitable dividends (whether paid or unpaid) are participating securities, and should be included in the two-class method of computing EPS. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those years. The Company is currently evaluating the impact of EITF No. 03-6-1 on its financial statements.

**18. Subsequent Events**

In July 2008, the Company initiated procedures to cease manufacturing operations at the Dispensing Segment's Milan, Italy facility. Due to uncertainty in the timing of the facility divestiture, formalization of specific severance plans and identification of assets that will be moved or disposed, the financial statement impact of the expected costs to be incurred is not feasible at this time.



**Table of Contents****Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations.*****Cautionary Statement Under the Private Securities Litigation Reform Act**

The Historical Overview and Outlook and the Liquidity and Capital Resources sections of this management's discussion and analysis of our financial condition and results of operations contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended. These statements may relate to, among other things, capital expenditures, cost reductions, cash flow, and operating improvements and are indicated by words or phrases such as anticipate, estimate, plans, expects, project, should, will, management believes, the company believes, we believe, the company intends and similar words and phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this filing. The risks and uncertainties include, but are not limited to, the following: levels of industrial activity and economic conditions in the U.S. and other countries around the world; pricing pressures and other competitive factors, and levels of capital spending in certain industries; economic and political consequences resulting from terrorist attacks and wars all of which could have a material impact on our order rates and results, particularly in light of the low levels of order backlogs we typically maintain; our ability to make acquisitions and to integrate and operate acquired businesses on a profitable basis; the relationship of the U.S. dollar to other currencies and its impact on pricing and cost competitiveness; political and economic conditions in foreign countries in which we operate; interest rates; capacity utilization and the effect this has on costs; labor markets; market conditions and material costs; and developments with respect to contingencies, such as litigation and environmental matters. The forward-looking statements included here are only made as of the date of this report, and we undertake no obligation to publicly update them to reflect subsequent events or circumstances. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented here.

**Historical Overview and Outlook**

IDEX Corporation ( IDEX ) or the ( Company ) is an applied solutions company specializing in fluid and metering technologies, health and science technologies, dispensing equipment, and fire, safety and other diversified products built to its customers' specifications. Our products are sold in niche markets to a wide range of industries throughout the world. Accordingly, our businesses are affected by levels of industrial activity and economic conditions in the U.S. and in other countries where we do business and by the relationship of the U.S. dollar to other currencies. Levels of capacity utilization and capital spending in certain industries and overall industrial activity are among the factors that influence the demand for our products.

IDEX consists of four reportable segments: Fluid & Metering Technologies, Health & Science Technologies, Dispensing Equipment and Fire & Safety/Diversified Products.

The Fluid & Metering Technologies Segment produces pumps, compressors, flow meters and related controls for the movement of liquids and gases in a diverse range of end markets from industrial infrastructure to food and beverage; and provides metering technology and flow monitoring services for water and wastewater markets. The Health & Science Technologies Segment produces a wide variety of small scale, highly accurate pumps, valves, fittings and medical devices, as well as compressors used in medical, dental and industrial applications. The Dispensing Equipment Segment produces highly engineered equipment for dispensing, metering and mixing colorants, paints, inks and dyes, hair colorants and other personal care products, as well as refinishing equipment. The Fire & Safety/Diversified Products Segment produces firefighting pumps, rescue tools, lifting bags and other components and systems for the fire and rescue industry; and engineered stainless steel banding and clamping devices used in a variety of industrial and commercial applications.

The Company has a history of achieving above-average operating margins. Our operating margins have exceeded the average operating margin for the companies that comprise the Value Line Composite Index (VLCI) every year since 1988. We view the VLCI operating performance statistics as a proxy for an average industrial company. Our operating margins are influenced by, among other things, utilization of facilities as sales volumes change and inclusion of newly acquired businesses.

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Some of our key 2008 financial highlights for the six months ended June 30, 2008 were as follows:

Sales of \$769.0 million increased 13% compared to the prior year; reflecting 7% acquisitions, 2% organic (excludes growth from acquisitions and foreign currency translation) and 4% foreign currency translation.

Income from continuing operations of \$87.4 million increased 11% over the prior year.

Diluted EPS from continuing operations of \$1.06 was \$0.10 higher compared to the same period of 2007.

Growth in the Fluid and Metering Technologies segment was driven by strong global demand in the process control and infrastructure-related end markets. In the Health and Science Technologies segment, we realized strong growth in the core health and science end markets, driven by strength in the core analytical instrumentation, IVD and biotechnology markets. Within the Dispensing Equipment segment, the Company experienced modest growth in both the European and North American markets. Despite softness in our fire suppression business, our engineered band clamping and rescue tools businesses performed well within the Fire & Safety/Diversified Products segment.

## **Results of Operations**

The following is a discussion and analysis of our financial position and results of operations for the period ended June 30, 2008 and 2007. For purposes of this discussion and analysis section, reference is made to the table below and the Company's Condensed Consolidated Statements of Operations included in Item 1.

### ***Performance in the Three Months Ended June 30, 2008 Compared with the Same Period of 2007***

Sales in the three months ended June 30, 2008 were \$397.3 million, a 15% improvement from the comparable period last year. Three acquisitions (Quadro June 2007, Isolation Technologies October 2007 and ADS January 2008) accounted for a sales improvement of 7%, organic sales grew 5% and foreign currency translation contributed 3%. Sales to international customers represented approximately 47% of total sales in both 2008 and 2007.

During the quarter, Fluid & Metering Technologies contributed 45% of sales and 42% of operating income; Health & Science Technologies accounted for 22% of sales and 19% of operating income; Dispensing Equipment accounted for 14% of sales and 17% of operating income; and Fire & Safety/Diversified Products represented 19% of sales and 22% of operating income.

Fluid & Metering Technologies sales of \$177.4 million for the three months ended June 30, 2008 rose \$36.3 million, or 26% compared with 2007, reflecting 8% organic growth, 16% for acquisitions (Quadro and ADS) and a 2% favorable impact from foreign currency translation. Growth was driven by continued global demand for infrastructure-related applications and acquisition performance. In the second quarter of 2008, organic sales grew approximately 3% domestically and 15% internationally. Organic business sales to customers outside the U.S. were approximately 44% of total segment sales during the second quarter of 2008, compared to 42% in 2007.

Health & Science Technologies sales of \$87.2 million increased \$4.9 million, or 6%, in the second quarter of 2008 compared with last year's second quarter. This increase reflects a 3% increase for acquisitions (Isolation Technologies), 1% increase in organic growth and 2% from favorable foreign currency translation. Growth in core analytical instrumentation, IVD and biotechnology markets along with acquisitions was partially offset by the exit from two specific OEM contracts. In the second quarter of 2008, organic sales increased 7% domestically and decreased 7% internationally. Organic business sales to customers outside the U.S. were approximately 40% of total segment sales in the second quarter of 2008, compared to 43% in 2007.

Dispensing Equipment sales of \$56.6 million increased \$6.7 million, or 14% in the second quarter of 2008 compared with 2007. This increase reflects a 3% increase in organic growth and 11% from favorable foreign currency translation. The dispensing business experienced modest growth in both the European and North American markets. In the second quarter of 2008, organic sales decreased 3% domestically and increased 5% internationally. Organic sales to customers outside the U.S. were approximately 72% of total segment sales in the second quarter of 2008, compared with 70% in the comparable quarter of 2007.

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Fire & Safety/Diversified Products sales of \$77.2 million increased \$4.4 million, or 6% in the second quarter of 2008 compared with 2007. This increase reflects a 2% increase in organic business volume and 4% from favorable foreign currency translation. The engineered band clamping business as well as rescue business achieved strong growth, offset by weak demand in the North American fire suppression market. In the second quarter of 2008, organic business sales increased 11% domestically and decreased 9% internationally. Organic sales to customers outside the U.S. were approximately 42% of total segment sales in the second quarter of 2008, compared to 47% in 2007.

|                                               | Three Months Ended<br>June 30, <sup>(1)</sup> |            | Six Months Ended<br>June 30, <sup>(1)</sup> |            |
|-----------------------------------------------|-----------------------------------------------|------------|---------------------------------------------|------------|
|                                               | 2008                                          | 2007       | 2008                                        | 2007       |
| <b>Fluid &amp; Metering Technologies</b>      |                                               |            |                                             |            |
| Net sales                                     | \$ 177,358                                    | \$ 141,094 | \$ 348,288                                  | \$ 277,800 |
| Operating income <sup>(2)</sup>               | 34,655                                        | 30,133     | 68,900                                      | 59,884     |
| Operating margin                              | 19.5%                                         | 21.4%      | 19.8%                                       | 21.6%      |
| Depreciation and amortization                 | \$ 6,450                                      | \$ 4,269   | \$ 12,763                                   | \$ 8,118   |
| Capital expenditures                          | 2,785                                         | 3,473      | 5,176                                       | 6,109      |
| <b>Health &amp; Science Technologies</b>      |                                               |            |                                             |            |
| Net sales                                     | \$ 87,247                                     | \$ 82,370  | \$ 170,889                                  | \$ 163,090 |
| Operating income <sup>(2)</sup>               | 16,054                                        | 15,167     | 31,133                                      | 29,030     |
| Operating margin                              | 18.4%                                         | 18.4%      | 18.2%                                       | 17.8%      |
| Depreciation and amortization                 | \$ 2,885                                      | \$ 2,277   | \$ 5,838                                    | \$ 4,846   |
| Capital expenditures                          | 954                                           | 1,129      | 2,600                                       | 2,780      |
| <b>Dispensing Equipment</b>                   |                                               |            |                                             |            |
| Net sales                                     | \$ 56,601                                     | \$ 49,859  | \$ 106,609                                  | \$ 97,752  |
| Operating income <sup>(2)</sup>               | 14,294                                        | 14,248     | 25,527                                      | 25,952     |
| Operating margin                              | 25.3%                                         | 28.6%      | 23.9%                                       | 26.5%      |
| Depreciation and amortization                 | \$ 1,131                                      | \$ 1,030   | \$ 2,269                                    | \$ 1,577   |
| Capital expenditures                          | 1,054                                         | 1,462      | 1,584                                       | 1,754      |
| <b>Fire &amp; Safety/Diversified Products</b> |                                               |            |                                             |            |
| Net sales                                     | \$ 77,247                                     | \$ 72,808  | \$ 145,910                                  | \$ 142,004 |
| Operating income <sup>(2)</sup>               | 18,608                                        | 18,117     | 36,338                                      | 33,475     |
| Operating margin                              | 24.1%                                         | 24.9%      | 24.9%                                       | 23.6%      |
| Depreciation and amortization                 | \$ 1,390                                      | \$ 1,529   | \$ 2,744                                    | \$ 3,054   |
| Capital expenditures                          | 2,033                                         | 813        | 3,140                                       | 1,699      |
| <b>Company</b>                                |                                               |            |                                             |            |
| Net sales                                     | \$ 397,310                                    | \$ 344,482 | \$ 768,972                                  | \$ 677,750 |
| Operating income <sup>(2)</sup>               | 73,808                                        | 68,865     | 141,907                                     | 130,417    |
| Operating margin                              | 18.6%                                         | 20.0%      | 18.5%                                       | 19.2%      |
| Depreciation and amortization <sup>(3)</sup>  | \$ 12,164                                     | \$ 9,340   | \$ 24,213                                   | \$ 18,479  |
| Capital expenditures                          | 7,336                                         | 7,347      | 13,313                                      | 13,130     |

(1) Data includes acquisition of ADS (January 2008) and Quadro (June 2007) in the Fluid & Metering Technologies segment and Isolation Technologies (October 2007) in the Health & Science Technologies segment from the dates of acquisition.

(2) Group operating income excludes unallocated corporate operating expenses.

(3) Excludes amortization of debt issuance expenses and unearned stock compensation.

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Gross profit of \$163.2 million in the second quarter of 2008 increased \$15.7 million, or 11% from 2007. Gross profit as a percent of sales was 41.1% in the second quarter of 2008 and 42.8% in 2007. The decrease in gross margin primarily reflects product mix and the impact of intangible amortization expenses associated with recent acquisitions within the Fluid & Metering Technologies Segment and higher material costs in the Dispensing Equipment Segment.

Selling, general and administrative (SG&A) expenses increased to \$89.4 million in the second quarter of 2008 from \$78.7 million in 2007. The \$10.7 million increase reflects approximately \$6.2 million of incremental costs associated with recently acquired businesses, while the remaining \$4.5 million is volume related. As a percent of sales, SG&A expenses were 22.5% for 2008 and 22.8% for 2007.

Operating income increased \$4.9 million, or 7%, to \$73.8 million in the second quarter of 2008 from \$68.9 million in 2007, primarily reflecting higher volumes, partially offset by increased SG&A expenses. Second quarter operating margins were 18.6% of sales, 140 basis points lower than the second quarter of 2007. The decrease was driven primarily by the impact of intangible amortization expenses associated with recent acquisitions. In the Fluid & Metering Technologies Segment, operating income of \$34.7 million in the second quarter of 2008 was up from the \$30.1 million recorded in 2007 principally due to strong global demand for process control and infrastructure-related applications. Operating margins within the Fluid & Metering Technologies Segment of 19.5% in the current quarter were down from 21.4% in 2007, due to the impact of recent acquisitions. In the Health & Science Technologies Segment, operating income of \$16.1 million in the second quarter of 2008 was up from the \$15.2 million recorded in 2007 principally due to volume. Operating margins within the Health & Science Technologies Segment of 18.4% in the current quarter were flat compared with the second quarter of 2007. In the Dispensing Equipment Segment, operating income of \$14.3 million in the second quarter of 2008 was flat compared to the same period in 2007. Operating margins within the Dispensing Equipment Segment of 25.3% in the current quarter were down from 28.6% in 2007, primarily due to foreign currency translation and selective material cost increases. Operating income in the Fire & Safety/Diversified Products Segment of \$18.6 million was higher than the \$18.1 million in the second quarter of 2007, due primarily to volume. Operating margins within the Fire & Safety/Diversified Products Segment of 24.1% in the current quarter were down slightly from 24.9% in 2007.

Other income of \$1.0 million in 2008 was \$0.5 million higher than the \$0.5 million in 2007, primarily due to higher interest income.

Interest expense decreased to \$4.1 million in 2008 from \$6.1 million in 2007. The decrease was due to a lower interest rate environment and the refinancing of the \$150 million senior notes to a lower interest rate.

The provision for income taxes from continuing operations is based upon estimated annual tax rates for the year applied to federal, state and foreign income. The provision for income taxes increased to \$24.6 million in the second quarter of 2008 from \$21.5 million in 2007. The effective tax rate of 34.9% in the second quarter of 2008 was higher compared to 33.9% in the same period of 2007 due to the non-renewal of the research and development tax credit, the mix of global pre-tax income among jurisdictions and non-recurring favorable discrete items in the second quarter of 2007.

Income from continuing operations for the current quarter was \$46.1 million, 10% higher than the \$41.8 million earned in the second quarter of 2007. Diluted earnings per share from continuing operations in the second quarter of 2008 of \$0.56 increased \$0.05, or 10%, compared with the second quarter of 2007.

Loss from discontinued operations for 2007 was \$0.2 million, which resulted from operations for Halox.

Net income for the current quarter of \$46.1 million increased from the \$41.6 million earned in the second quarter of 2007, which included loss from discontinued operations of \$0.2 million. Diluted earnings per share in the second quarter of 2008 of \$0.56 increased \$0.05, or 10%, compared with the second quarter of 2007.

***Performance in the Six Months Ended June 30, 2008 Compared with the Same Period of 2007***

Sales in the six months ended June 30, 2008 were \$769.0 million, a 13% improvement from the comparable period last year. Three acquisitions accounted for a sales improvement of 7%, foreign currency translation contributed 4% and organic sales improved 2%. Sales to international customers represented approximately 47% of total sales in the current period compared to 45% in the same period in 2007.



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During the first six months, Fluid & Metering Technologies contributed 45% of sales and 43% of operating income; Health & Science Technologies accounted for 22% of sales and 19% of operating income; Dispensing Equipment accounted for 14% of sales and 16% of operating income; and Fire & Safety/Diversified Products represented 19% of sales and 22% of operating income.

Fluid & Metering Technologies sales of \$348.3 million for the six months ended June 30, 2008 rose \$70.5 million, or 25% compared with 2007, reflecting 7% organic growth, 16% for acquisitions and a 2% favorable impact from foreign currency translation. Growth was driven by continued global demand for infrastructure-related applications and acquisition performance. In the first six months of 2008, organic sales grew approximately 4% domestically and 11% internationally. Organic business sales to customers outside the U.S. were approximately 43% of total segment sales during the first six months of 2008, compared to 41% in 2007.

Health & Science Technologies sales of \$170.9 million increased \$7.8 million, or 5%, in the first six months of 2008 compared with last year's period. This increase reflects a 3% increase for acquisitions and 2% from favorable foreign currency translation. In the six month period of 2008, organic sales decreased 1% domestically and were essentially flat internationally. Organic business sales to customers outside the U.S. were approximately 39% of total segment sales in the first six months of both 2008 and 2007.

Dispensing Equipment sales of \$106.6 million increased \$8.9 million, or 9% in the six month period of 2008 compared with 2007. This increase reflects a 1% decrease in organic growth offset by 10% from favorable foreign currency translation. In the second quarter of 2008, organic sales decreased 21% domestically and increased 9% internationally. Organic sales to customers outside the U.S. were approximately 72% of total segment sales in the first six months of 2008, compared with 65% in the comparable quarter of 2007.

Fire & Safety/Diversified Products sales of \$145.9 million increased \$3.9 million, or 3% in the first six months of 2008 compared with 2007. This increase reflects a 1% decrease in organic business volume offset by 4% from favorable foreign currency translation. The engineered band clamping business as well as rescue business achieved strong growth, offset by weak demand in the North American fire suppression market. In the first six months of 2008, organic business sales decreased 7% domestically and increased 5% internationally. Organic sales to customers outside the U.S. were approximately 50% of total segment sales during the first six months of 2008, compared to 47% in 2007.

Gross profit of \$318.4 million in the first six months of 2008 increased \$31.2 million, or 11% from 2007. Gross profit as a percent of sales was 41.4% in 2008 and 42.4% in 2007. The decrease in gross margin primarily reflects product mix, higher material costs and the effect from recent acquisitions.

SG&A expenses increased to \$176.5 million in the first six months of 2008 from \$156.8 million in 2007. This increase reflects \$13.1 million of incremental costs associated with recent acquisitions and \$6.6 million for volume-related expenses. As a percent of sales, SG&A expenses were 22.9% for 2008 and 23.2% for 2007.

Operating income increased \$11.5 million, or 9%, to \$141.9 million in the first six months of 2008 from \$130.4 million in 2007, primarily reflecting higher volumes, partially offset by increased SG&A expenses. Six month operating margins were 18.5% of sales, 70 basis points lower than the same period of 2007. The decrease was driven primarily by the impact of acquisitions. In the Fluid & Metering Technologies Segment, operating income of \$68.9 million in the first six months of 2008 was up from the \$59.9 million recorded in 2007 principally due to strong global demand for process control and infrastructure-related applications. Operating margins within the Fluid & Metering Technologies Segment of 19.8% in the current period were down from 21.6% in 2007, due to the impact of recent acquisitions. In the Health & Science Technologies Segment, operating income of \$31.1 million and operating margins of 18.2% in the first six months of 2008 were up from the \$29.0 million and 17.8% recorded in 2007.

principally due to favorable product mix. In the Dispensing Equipment Segment, operating income of \$25.5 million and operating margins of 23.9% in the first six months of 2008 were down from the \$26.0 million and 26.5% recorded in 2007, due to foreign currency translation and selective material cost increases. Operating income and operating margins in the Fire & Safety/Diversified Products Segment of \$36.3 million and 24.9%, respectively, were higher than the \$33.5 million and 23.6% recorded in 2007, due primarily to favorable product mix.

Interest expense decreased to \$9.8 million in 2008 from \$12.4 million in 2007. The decrease was due to a lower interest rate environment and the refinancing of the \$150 million senior notes to a lower interest rate.

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The provision for income taxes from continuing operations is based upon estimated annual tax rates for the year applied to federal, state and foreign income. The provision for income taxes increased to \$45.9 million in the first six months of 2008 from \$40.4 million in 2007. The effective tax rate of 34.4% in the six months of 2008 was compared to 33.9% in the same period of 2007. The increase was due to the non-renewal of the research and development tax credit, the mix of global pre-tax income among jurisdictions and non-recurring favorable discrete items in the first six months of 2007.

Income from continuing operations for the current period was \$87.4 million, 11% higher than the \$78.7 million earned in the same period of 2007. Diluted earnings per share from continuing operations in the first six months of 2008 of \$1.06 increased \$0.10, or 10%, compared with the six months of 2007.

Loss from discontinued operations for 2007 was \$0.4 million, which resulted from operations for Halox.

Net income for the current period of \$87.4 million increased from the \$78.3 million earned in the first six months of 2007, which included a loss from discontinued operations of \$0.4 million. Diluted earnings per share in the first six months of 2008 of \$1.06 increased \$0.10, or 10%, compared with the same period of 2007.

## **Liquidity and Capital Resources**

At June 30, 2008, working capital was \$351.3 million and our current ratio was 2.5 to 1. Cash flows from operating activities increased \$14.2 million, or 18%, to \$93.8 million in the first six months of 2008 mainly due to the improved operating results discussed above.

Cash flows provided by operations were more than adequate to fund capital expenditures of \$13.2 million and \$12.8 million in the first six months of 2008 and 2007, respectively. Capital expenditures were generally for machinery and equipment that improved productivity and tooling to support the global sourcing initiatives, although a portion was for business system technology and replacement of equipment and facilities. Management believes that the Company has ample capacity in its plants and equipment to meet expected needs for future growth in the intermediate term.

The Company acquired ADS in January 2008 for cash consideration of \$156.4 million. Approximately \$155.0 million of the cash payment was financed by borrowings under the Company's credit facility, of which \$140.0 million was reflected as restricted cash at December 31, 2007.

The Company maintains a \$600.0 million unsecured domestic, multi-currency bank revolving credit facility ( Credit Facility ), which expires on December 21, 2011. At June 30, 2008 there was \$301.0 million outstanding under the Credit Facility and outstanding letters of credit totaled approximately \$7.5 million. The net available borrowing under the Credit Facility as of June 30, 2008, was approximately \$291.5 million. Interest is payable quarterly on the outstanding borrowings at the bank agent's reference rate. Interest on borrowings based on LIBOR plus an applicable margin is payable on the maturity date of the borrowing, or quarterly from the effective date for borrowings exceeding three months. The applicable margin is based on the Company's senior, unsecured, long-term debt rating and can range from 24 basis points to 50 basis points. Based on the Company's BBB rating at June 30, 2008, the applicable margin was 40 basis points. An annual Credit Facility fee, also based on the Company's credit rating, is currently 10 basis points and is payable quarterly. During the first six months the Company had one interest rate swap expiring in January 2011, which effectively converted \$250.0 million of floating rate debt into fixed rate debt at an interest rate of 3.25%.

We also have a one-year, renewable \$30.0 million demand line of credit ( Short-Term Facility ), which expires on December 12, 2008. Borrowings under the Short-Term Facility are at LIBOR plus an applicable margin. At June 30,

2008, there were no borrowings outstanding under this facility.

On February 15, 2008, the Company retired its \$150.0 million senior notes using proceeds available under the Company's Credit Facility.

On April 18, 2008, the Company completed a \$100.0 million senior bank term loan agreement (Term Loan) with covenants consistent with the existing Credit Facility and a maturity on December 21, 2011. At June 30, 2008, there was \$100.0 million outstanding under the Term Loan with \$5.0 million included within short term borrowings. Interest under the Term Loan is based on the bank agent's reference rate or LIBOR plus an applicable margin and is

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payable at the end of the selected interest period, but at least quarterly. The applicable margin is based on the Company's senior, unsecured, long-term debt rating and can range from 45 to 100 basis points. Based on the Company's current debt rating, the applicable margin is 80 basis points. The Term Loan requires repayments in April of 2009, 2010, and 2011 of \$5.0 million, \$5.0 million and \$7.5 million, respectively, with the remaining balance due on December 21, 2011. The Company used the proceeds of the term loan to pay down existing debt outstanding under the Credit Facility.

On April 21, 2008, the Company's Board of Directors authorized the repurchase of up to \$125.0 million of its outstanding common shares. Repurchases under the new program will be funded with future cash flow generation, and made time to time in either the open market or through private transactions. The timing, volume, and nature of share repurchases will be at the discretion of management, dependent on market conditions, other priorities for cash investment, applicable securities laws, and other factors, and may be suspended or discontinued at any time.

We believe for the next 12 months that cash flow from operations and our availability under the Credit Facility will be sufficient to meet our operating requirements, interest on all borrowings, required debt repayments, any authorized share repurchases, planned capital expenditures, and annual dividend payments to holders of common stock. In the event that suitable businesses are available for acquisition upon terms acceptable to the Board of Directors, we may obtain all or a portion of the financing for the acquisitions through the incurrence of additional long-term borrowings.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk.***

The Company is subject to market risk associated with changes in foreign currency exchange rates and interest rates. We may, from time to time, enter into foreign currency forward contracts and interest rate swaps on our debt when we believe there is a financial advantage for doing so. A treasury risk management policy, adopted by the Board of Directors, describes the procedures and controls over derivative financial and commodity instruments, including foreign currency forward contracts and interest rate swaps. Under the policy, we do not use derivative financial or commodity instruments for trading purposes, and the use of these instruments is subject to strict approvals by senior officers. Typically, the use of derivative instruments is limited to foreign currency forward contracts and interest rate swaps on the Company's outstanding long-term debt. The Company's exposure related to derivative instruments is, in the aggregate, not material to its financial position, results of operations or cash flows.

The Company's foreign currency exchange rate risk is limited principally to the Euro, British Pound, Canadian Dollar and Chinese Yuan. We manage our foreign exchange risk principally through invoicing our customers in the same currency as the source of our products. The effect of transaction gains and losses is reported within Other income/expense-net on the Consolidated Statements of Operations. At June 30, 2008 the Company had two foreign currency contracts equal to an aggregate notional amount of \$3.7 million.

The Company's interest rate exposure is primarily related to the \$410.7 million of total debt outstanding at June 30, 2008. The majority of the debt is priced at interest rates that float with the market. In order to mitigate this interest exposure, in March 2008, the Company entered into an interest rate exchange agreement that effectively converted \$250 million of our floating-rate Credit Facility debt to a fixed-rate of 3.25%. A 50-basis point movement in the interest rate on the remaining \$160.7 million floating rate debt would result in an approximate \$0.8 million annualized increase or decrease in interest expense and cash flows.

**Item 4. *Controls and Procedures.***

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the

Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

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As required by SEC Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

There has been no change in the Company's internal controls over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

**PART II. OTHER INFORMATION****Item 1. Legal Proceedings.**

The Company and five of its subsidiaries have been named as defendants in a number of lawsuits claiming various asbestos-related personal injuries, allegedly as a result of exposure to products manufactured with components that contained asbestos. Such components were acquired from third party suppliers, and were not manufactured by any of the subsidiaries. To date, all of the Company's settlements and legal costs, except for costs of coordination, administration, insurance investigation and a portion of defense costs, have been covered in full by insurance subject to applicable deductibles. However, the Company cannot predict whether and to what extent insurance will be available to continue to cover such settlements and legal costs, or how insurers may respond to claims that are tendered to them.

Claims have been filed in Alabama, California, Connecticut, Delaware, Florida, Georgia, Illinois, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Texas, Utah, Virginia, Washington, West Virginia and Wyoming. Most of the claims resolved to date have been dismissed without payment. The balance have been settled for various insignificant amounts. Only one case has been tried, resulting in a verdict for the Company's business unit.

No provision has been made in the financial statements of the Company, other than for insurance deductibles in the ordinary course, and the Company does not currently believe the asbestos-related claims will have a material adverse effect on the Company's business, financial position, results of operations or cash flow.

The Company is also party to various other legal proceedings arising in the ordinary course of business, none of which is expected to have a material adverse effect on its business, financial condition, results of operations or cash flow.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

| Period | Total Number<br>of | Average<br>Price | Total Number<br>of<br>Shares<br>Purchased as<br>Part of Publicly<br>Announced<br>Plans<br>or Programs <sup>(1)</sup> | Maximum Dollar<br>Value that May<br>Yet<br>be Purchased<br>Under<br>the Plans<br>or Programs <sup>(1)</sup> |
|--------|--------------------|------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
|        |                    |                  |                                                                                                                      |                                                                                                             |

|                                    | <b>Shares<br/>Purchased</b> | <b>Paid per<br/>Share</b> |
|------------------------------------|-----------------------------|---------------------------|
| April 1, 2008 to<br>April 30, 2008 |                             | \$ 125,000,000            |
| May 1, 2008 to<br>May 31, 2008     |                             | \$ 125,000,000            |
| June 1, 2008 to<br>June 30, 2008   |                             | \$ 125,000,000            |
| Total                              |                             | \$ 125,000,000            |

(1) On April 21, 2008, IDEX's Board of Directors authorized the repurchase of up to \$125.0 million of its outstanding common shares either in the open market or through private transactions.



**Table of Contents****Item 4. *Submission of Matters to a vote of Security Holders.***

The Company held its Annual Shareholders Meeting on Tuesday, April 8, 2008 and voted on three matters. The first matter was the election of three directors to serve a three-year term on the Board of Directors of IDEX Corporation. The following persons received a plurality of votes cast for Class I directors.

| <b>Director</b>      | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------|-----------------|-------------------------|
| Bradley J. Bell      | 76,189,832 | 994,940         | 0                       |
| Lawrence D. Kingsley | 76,152,363 | 1,032,409       | 0                       |
| Gregory F. Milzcik   | 76,463,586 | 721,186         | 0                       |

Secondly, shareholders voted on a proposal to approve the amendment and restatement of the IDEX Corporation incentive award plan. The proposal received a majority of the votes cast as follows:

|                   |            |
|-------------------|------------|
| Affirmative votes | 62,001,241 |
| Negative votes    | 10,264,706 |
| Abstentions       | 876,543    |
| Broker non-votes  | 0          |

Thirdly, shareholders voted on a proposal to appoint Deloitte & Touche LLP as auditors. The proposal received a majority of the votes cast as follows:

|                   |            |
|-------------------|------------|
| Affirmative votes | 77,031,816 |
| Negative votes    | 137,857    |
| Abstentions       | 15,026     |
| Broker non-votes  | 0          |

**Item 5. *Other Information.***

There has been no material change to the procedures by which security holders may recommend nominees to the Company's board.

**Item 6. *Exhibits.***

The exhibits listed in the accompanying Exhibit Index are filed as part of this report.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IDEX Corporation  
/s/ Dominic A. Romeo  
Dominic A. Romeo  
*Vice President and Chief Financial Officer*  
*(duly authorized principal financial officer)*

August 7, 2008

**Table of Contents****EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                                                                                                                                                                                        |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1                       | 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)                                                                             |
| 3.1(a)                    | 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)                                                              |
| 3.1(b)                    | Amendment to Restated Certificate of Incorporation of IDEX Corporation (incorporated by reference to Exhibit No. 3.1(b) to the Current Report of IDEX on Form 8-K dated March 24, 2005, Commission File No. 1-10235)                                                                                                      |
| 3.2                       | 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)                                                                         |
| 3.2(a)                    | 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)              |
| 4.1                       | Restated Certificate of Incorporation and By-Laws of IDEX Corporation (filed as Exhibits No. 3.1 through 3.2(a))                                                                                                                                                                                                          |
| 4.2                       | Specimen Certificate of Common Stock of IDEX Corporation (incorporated by reference to Exhibit No. 4.3 to the Registration Statement on Form S-2 of IDEX, et al., Registration No. 33-42208, as filed on September 16, 1991)                                                                                              |
| 4.3                       | Credit Agreement, dated as of December 21, 2006, among IDEX Corporation, Bank of America N.A. as Agent and Issuing Bank, and the other financial institutions party hereto (incorporated by reference to Exhibit No. 10.1 to the Current Report of IDEX on Form 8-K dated December 22, 2006, Commission File No. 1-10235) |
| 4.4                       | Credit Lyonnais Uncommitted Line of Credit, dated as of December 3, 2001 (incorporated by reference to Exhibit 4.6 to the Annual Report of IDEX on Form 10-K for the year ended December 31, 2001, Commission File No. 1-10235)                                                                                           |
| 4.4(a)                    | Amendment No. 8 dated as of December 12, 2007 to the Credit Lyonnais Uncommitted Line of Credit Agreement dated December 3, 2001 (incorporated by reference to Exhibit No. 4.6(a) to the Annual Report of IDEX on Form 10-K for the year ended December 31, 2007, Commission File No. 1-10235)                            |
| 4.5                       | Term Loan Agreement, dated April 18, 2008, among IDEX Corporation, Bank of America N.A. as Agent, and the other financial institutions party hereto (incorporated by reference to Exhibit No. 10.1 to the Current Report of IDEX on Form 8-K dated April 18, 2008, Commission File No. 1-10235)                           |
| 10.1                      | First Amendment to Stock Purchase Agreement, dated December 28, 2007, by and between Nova Holdings, LLC and IDEX Corporation (incorporated by reference to Exhibit 10.1 to the Current Report of IDEX Corporation on Form 8-K, dated January 7, 2008, Commission File No. 1-10235)                                        |
| 10.2                      | IDEX Corporation Incentive Award Plan (as Amended and Restated) (incorporated by reference to Appendix A of the Proxy Statement of IDEX Corporation, filed March 7, 2008, Commission File No. 1-10235)                                                                                                                    |
| 10.3                      |                                                                                                                                                                                                                                                                                                                           |

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- IDEX Corporation Restricted Stock Award Agreement with Lawrence Kingsley, dated April 8, 2008 (incorporated by reference to Exhibit 10.2 to the Current Report of IDEX Corporation on Form 8-K, dated April 8, 2008, Commission File No. 1-10235)
- 10.4 IDEX Corporation Restricted Stock Award Agreement with Dominic Romeo, dated April 8, 2008 (incorporated by reference to Exhibit 10.3 to the Current Report of IDEX Corporation on Form 8-K, dated April 8, 2008, Commission File No. 1-10235)
- 10.5 Form of IDEX Corporation Restricted Stock Award Agreement, dated April 8, 2008 (incorporated by reference to Exhibit 10.4 to the Current Report of IDEX Corporation on Form 8-K, dated April 8, 2008, Commission File No. 1-10235)
- \*31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
- \*31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or Rule 15d-14(a)
- \*32.1 Certification pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code
- \*32.2 Certification pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code

\* Filed herewith