

# LAYNE CHRISTENSEN CO

Reported by  
**GILMORE ROBERT R**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 01/03/17 for the Period Ending 01/01/17

|             |  |
|-------------|--|
| Address     | 1800 HUGHES LANDING BLVD., STE. 700<br>THE WOODLANDS, TX 77380 |
| Telephone   | 281-475-2600   |
| CIK         | 0000888504   |
| Symbol      | LAYN   |
| SIC Code    | 1700 - Construction - Special Trade Contractors                |
| Industry    | Construction & Engineering                                     |
| Sector      | Industrials  |
| Fiscal Year | 01/31  |

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>GILMORE ROBERT R</b><br><br>(Last) (First) (Middle)<br><br><b>1800 HUGHES LANDING BLVD., STE. 800</b><br><br>(Street)<br><br><b>THE WOODLANDS, TX 77380</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>LAYNE CHRISTENSEN CO [ LAYN ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below)     |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>1/1/2017</b></p>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |  |   |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |     | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----|---|-----------------|--|--|--|--|
|  |  |                |                                   | Code                      | V |  | (A)                                     | (D) | Date Exercisable  | Expiration Date |  |  |  |  |
| Phantom Stock Units                      | (1)  | 1/1/2017       |                                   | A                         |   | 175.16   | (2)                                     | (2) | Common Stock  | 175.16          | \$10.972                                   | 1356.37  | D  |  |

**Explanation of Responses:**

- (1) The Conversion or Exercise Price is 1 for 1.
- (2) The Phantom Stock Units were accrued under the Layne Christensen Company Deferred Compensation Plan for Directors and are to be settled 100% in cash.
- (2) The Phantom Stock Units are to be settled within thirty (30) days after (i) the date pre-selected by the reporting person or (ii) the date the reporting person ceases to be a Director.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>GILMORE ROBERT R<br/>1800 HUGHES LANDING BLVD., STE. 800<br/>THE WOODLANDS, TX 77380</b> | X             |           |         |       |

**Signatures**

/s/ Steven F. Croke, Attorney-in-Fact for Robert R. Gilmore 1/2/2017

\*\*Signature of Reporting Person Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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