

LAYNE CHRISTENSEN CO

Reported by
GILMORE ROBERT R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/04/16 for the Period Ending 10/01/16

Address	1800 HUGHES LANDING BLVD., STE. 700 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

1. Name and Address of Reporting Person * GILMORE ROBERT R (Last) (First) (Middle) 1800 HUGHES LANDING BLVD., STE. 800 (Street) THE WOODLANDS, TX 77380 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol LAYNE CHRISTENSEN CO [LAYN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/1/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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					Title
Phantom Stock Units	(1)	10/1/2016		A	V	232.93		(2)	(2)	Common Stock	232.93	\$8.251	1181.21	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.
- (3) 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
GILMORE ROBERT R 1800 HUGHES LANDING BLVD., STE. 800 THE WOODLANDS, TX 77380	X			

Signatures

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

10/3/2016

**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.

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