

LAYNE CHRISTENSEN CO

Reported by
CALIEL MICHAEL J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/18 for the Period Ending 01/02/18

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 * Caliel Michael J (Last) (First) (Middle) 1800 HUGHES LANDING BLVD., SUITE 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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/2/2018</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input 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			
Common Stock	1/2/2018		M		51299	A	(1)	66299	D	
Common Stock	1/2/2018		F		17561	D	\$12.55	48738	D	

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	Amount or Number of Shares				
Restricted Stock Units	(1)	1/2/2018		M		51299		(2)	(2)	Common Stock	51299	\$0	0	D	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of Layne common stock.
- (2) The restricted stock units vest based upon the achievement of certain financial criteria, beginning on January 2, 2015 and ending on the third anniversary of the grant. On January 2, 2018, 75% of the total RSU performance award vested. The remaining 25% did not vest because the related stock price criteria was not achieved.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caliel Michael J 1800 HUGHES LANDING BLVD. SUITE 800 THE WOODLANDS, TX 77380	X		President and CEO	

Signatures

/s/Steven F. Crooke, Attorney-in-Fact for Michael J. Caliel

1/4/2018

**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.

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, Michael J. Caliel, the undersigned, of The Woodlands, Texas, hereby make, constitute and appoint Steven F. Crooke or, in the alternative, Andy T. Atchison or, in the alternative, Shellie L. Clausen, each of Layne Christensen Company, 1800 Hughes Landing Blvd, Suite 700, The Woodlands, Texas, my true and lawful attorney-in-fact for me and in my name, place, and stead giving severally unto said Messrs. Crooke and Atchison, and Ms. Clausen full power to execute and to file with the Securities and Exchange Commission ("SEC") as my attorney-in-fact, any and all SEC Forms 3, 4, 5 or 144 required to be filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, in connection with my beneficial ownership of equity securities of Layne Christensen Company.

The rights, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect as of the date hereof, and such rights, powers, and authority shall remain in full force and effect for as long as the undersigned is subject to the reporting requirements of Section 16 or until revoked in writing by the undersigned, whichever first occurs.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney as of this 8th day of January, 2015.

/s/ Michael Caliel

(Signature)

State of Texas)
) ss.
County of Montgomery)

On this 8th day of January, 2015, before me a notary public in and for said state, personally appeared Michael J. Caliel, to me personally known, who being duly sworn, acknowledged that he had executed the foregoing instrument for purposes therein mentioned and set forth.

/s/ Kathryn Delaney

[SEAL]

Notary Public

My Commission Expires:

02/05/2018

(Date)