

ANDERSON J MICHAEL

Form 4

April 13, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON J MICHAEL2. Issuer Name **and** Ticker or Trading
Symbol
LAYNE CHRISTENSEN CO
[LAYN]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1800 HUGHES LANDING
BLVD., SUITE 8003. Date of Earliest Transaction
(Month/Day/Year)
04/01/2016☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Senior Vice President and CFO(Street)
THE WOODLANDS, TX 773804. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/01/2016	A		48,511		(2)	(2)	Common Stock	48,511
Restricted Stock Units	(1)	04/03/2017	A		59,881		(3)	(3)	Common Stock	59,881

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON J MICHAEL 1800 HUGHES LANDING BLVD. SUITE 800 THE WOODLANDS, TX 77380	Senior Vice President and CFO

Signatures

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

04/13/2018

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Each restricted stock unit represents a contingent right to receive one share of Layne common stock.

The restricted stock units will vest in one-third increments upon the achievement of a price of \$10.56, \$12.32 and \$14.08 for Layne common stock. For vesting to occur, the stock price must remain at or above the specified price for at least thirty (30) consecutive trading days during the three-year period beginning on April 1, 2016, and ending on April 1, 2019. Mr. Anderson must also remain employed by Layne during the three-year period.

The restricted stock units will vest in one-third increments upon the achievement of a price of \$11.19, \$12.81 and \$14.59 for Layne common stock. For vesting to occur, the stock price must remain at or above the specified price for at least thirty (30) consecutive trading days during the three-year period beginning on April 3, 2017, and ending on April 3, 2020. Mr. Anderson must also remain employed by Layne during the three-year period.

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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