

Caliel Michael J
Form 4
June 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
Caliel Michael J

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

1800 HUGHES LANDING
BLVD., SUITE 800

(Street)

4. 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

THE WOODLANDS, TX 77380

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Stock	06/14/2018		D	48,738	D	0		D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (right to buy)	(2)	06/14/2018		D		109,409	(2) (2)	Common Stock	109,409
Performance Restricted Stock Units	(3)	06/14/2018		D		375,801	(3) (3)	Common Stock	375,801
Performance Restricted Stock Units	(4)	06/14/2018		D		160,085	(4) (4)	Common Stock	160,085
Restricted Stock Units	(5)	06/14/2018		D		50,286	(5) (5)	Common Stock	50,286
Restricted Stock Units	(6)	06/14/2018		D		71,250	(6) (6)	Common Stock	71,250
Restricted Stock Units	(7)	06/14/2018		D		52,203	(7) (7)	Common Stock	52,203
Performance Restricted Stock Units	(8)	06/14/2018		D		123,988	(8) (8)	Common Stock	123,988

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			

Signatures

/s/Steven F. Crooke, Attorney-in-Fact for Michael J. Caliel 06/14/2018

__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) Disposed of pursuant to merger agreement between issuer and Granite Construction Incorporated ("Granite") in exchange for 13,159.26 shares of Granite common stock having a market value of \$58.11 per share on the effective date of the merger.
- (2) This option was canceled in the merger in exchange for a cash payment of \$605,896.10, representing the difference between the exercise price of the option and the market value of the underlying Layne common stock on the effective date of the merger (\$15.5979 per share).
- (3) These performance restricted stock units were canceled in the merger in exchange for a cash payment of \$5,861,706.42.
- (4) These performance restricted stock units were canceled in the merger in exchange for a cash payment of \$2,496,989.82.
- (5) These restricted stock units, which are fully vested, were canceled in the merger in exchange for a cash payment of \$784,356.00.
- (6) These restricted stock units were canceled in the merger in exchange for a cash payment of \$1,111,350.38.
- (7) These restricted stock units were canceled in the merger in exchange for a cash payment of \$814,257.17.
- (8) These performance restricted stock units were canceled in the merger in exchange for a cash payment of \$1,933,952.43.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.