

LAYNE CHRISTENSEN CO
 Form 4
 September 04, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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, 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 *
 MILLER DONALD K

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)
 09/02/2008

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

(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

(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)
				Code	V	Amount or Price			
Common Stock	09/02/2008		S			\$ 55.0195 (1)	11,341	D	
Common Stock	09/02/2008		M			\$ 16.6	16,341	D	
Common Stock	09/02/2008		S			\$ 57.115 (2)	11,341	D	
Common Stock	09/02/2008		M			\$ 17.54	13,341	D	
Common Stock	09/02/2008		S			\$ 57.125 (3)	11,341	D	

Edgar Filing: LAYNE CHRISTENSEN CO - Form 4

Common Stock	09/02/2008	M	2,000	A	\$ 29.29	13,341	D
Common Stock	09/02/2008	S	2,000	D	\$ 57.154 (4)	11,341	D

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

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.

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 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.6	09/02/2008		M	5,000	06/03/2004 06/03/2014	Common Stock	5,000	
Employee Stock Option (Right to Buy)	\$ 17.54	09/02/2008		M	2,000	06/09/2005 06/09/2015	Common Stock	2,000	
Employee Stock Option (Right to Buy)	\$ 29.29	09/02/2008		M	2,000	06/08/2006 06/08/2016	Common Stock	2,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MILLER DONALD K

X

Signatures

/s/ Donald K.
Miller

09/04/2008

**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) This is the average sale price for all the shares. The actual sale price per share ranges from \$54.38 to \$55.865.
 - (2) This is the average sale price for all the shares. The actual sale price per share ranges from \$56.815 to \$57.42.
 - (3) This is the average sale price for all the shares. The actual sale price per share ranges from \$57.08 to \$57.295.
 - (4) This is the average sale price for all the shares. The actual sale price per share ranges from \$57.09 to \$57.24.

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.