

LAYNE CHRISTENSEN CO  
Form 4  
September 04, 2008

**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, 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 \*  
CROOKE STEVEN F

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)  
1900 SHAWNEE MISSION PKWY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP -- General Counsel

MISSION WOODS, KS 66205

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/02/2008		M	5,000 A \$ 16.65	11,911	D	
Common Stock	09/02/2008		S	5,000 D \$ 55.015	6,911	D	
Common Stock	09/02/2008		M	8,750 A \$ 27.87	15,661	D	
Common Stock	09/02/2008		S	8,750 D \$ 56.267	6,911	D	
Common Stock	09/02/2008		M	4,375 A \$ 42.26	11,286	D	

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Common Stock	09/02/2008	S	4,375	D	\$ 56.35	6,911	D
Common Stock	09/02/2008	S	1,286	D	\$ 56.637	5,625	D

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

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(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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 16.65	09/02/2008		M	5,000	<u>(1)</u> 06/28/2014	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 27.87	09/02/2008		M	8,750	<u>(2)</u> 01/20/2016	Common Stock	8,750
Employee Stock Option (Right to Buy)	\$ 42.26	09/02/2008		M	4,375	<u>(3)</u> 06/07/2017	Common Stock	4,375

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

CROOKE STEVEN F  
1900 SHAWNEE MISSION PKWY  
MISSION WOODS, KS 66205

Senior VP -- General Counsel

## Signatures

/s/ Steven F.  
Crooke

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) Exercisable 25% per year beginning on June 28, 2005.
- (2) Exercisable 25% per year beginning on January 20, 2007.
- (3) Exercisable 25% per year beginning on June 7, 2008.

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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