

Reynolds Jeffrey J
Form 4
August 02, 2007

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 *
Reynolds Jeffrey 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)
4520 N STATE ROAD 37
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2007

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

ORLEANS, IN 47452
(City) (State) (Zip)

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

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	07/31/2007		A ⁽¹⁾		108,826	A	\$ 44.1 (1)
Common Stock	08/01/2007		S ⁽³⁾		3,589	D	\$ 46.049 (4)
					508,110	(2)	D
					504,521	(5)	D

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

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(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reynolds Jeffrey J 4520 N STATE ROAD 37 ORLEANS, IN 47452	X		Executive Vice President	

Signatures

/s/ Jerry W. Fanska, Attorney-in-Fact for Jeffrey J. Reynolds 08/02/2007

__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) On July 31, 2007, the reporting person became entitled to receive 108,826 shares of Layne Christensen Company common stock pursuant to an "earn-out" provision in the amended merger agreement, pursuant to which Reynolds, Inc. ("Reynolds") merged into a subsidiary of the issuer on September 28, 2005. The amended merger agreement provided that the former shareholders of Reynolds would receive an earn-out payment equal to \$13,252,000, with 100% of the reporting person's earn-out payment being paid in additional shares of issuer common stock, valued at the average closing price for the 5 trading days commencing July 25, 2007 and ending July 31, 2007, which was \$44.10 per share. The reporting person's right to receive additional shares pursuant to this earn-out right became fixed and irrevocable on September 28, 2005, the effective date of the merger.
- (2) The reporting person acquired shares of issuer common stock as partial consideration for his interest in Reynolds, pursuant to Reynolds' merger into a subsidiary of the issuer on September 28, 2005. Of the 508,110 shares currently held by the reporting person, 120,717 shares are currently being held in escrow and are subject to forfeiture during the two-year period following the merger to satisfy claims arising as a result of a breach of any of the representations, warranties or covenants of the Reynolds' shareholders in the merger agreement.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 23, 2007.
- (4) This is the average sale price for all the shares. The actual sale price per share ranges from \$46.00 to \$46.07.
- (5) The reporting person acquired shares of issuer common stock as partial consideration for his interest in Reynolds, pursuant to Reynolds' merger into a subsidiary of the issuer on September 28, 2005. Of the 504,521 shares currently held by the reporting person, 120,717

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shares are currently being held in escrow and are subject to forfeiture during the two-year period following the merger to satisfy claims arising as a result of a breach of any of the representations, warranties or covenants of the Reynolds' shareholders in the merger agreement.

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.