

CROOKE STEVEN F  
Form 4  
April 13, 2018

**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)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP and General Counsel

(Last) (First) (Middle)  
1800 HUGHES LANDING BLVD,  
SUITE 800  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/10/2015

THE WOODLANDS, TX 77380

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	05/01/2017		M		4,215 A <u>1</u>	8,073	D
Common Stock	05/01/2017		F		1,152 D \$ 7.97	6,921	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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Performance Shares	(1)	04/10/2015		A	113,879	(2)	(2)	Common Stock	113,879
Performance Shares	(1)	04/01/2016		A	48,511	(3)	(3)	Common Stock	48,511
Performance Shares	(1)	04/03/2017		A	37,572	(4)	(4)	Common Stock	37,572
Restricted Stock Units	(1)	05/01/2017		M	4,215	(5)	(5)	Common Stock	4,215

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROOKE STEVEN F 1800 HUGHES LANDING BLVD, SUITE 800 THE WOODLANDS, TX 77380			Sr. VP and General Counsel	

## Signatures

/s/Steven F. Crooke 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 performance shares will vest in one-third increments upon the achievement of a price of \$7.88 \$9.19 and \$10.50 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 10, 2015, and ending on April 10, 2018. Mr. Crooke must also remain employed by Layne during the three-year period.
  - (2) The performance shares 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. Crooke must also remain employed by Layne during the three-year period.
  - (3) The performance shares 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. Crooke must also remain employed by Layne during the three-year period.
  - (4)

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The performance shares 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. Crooke must also remain employed by Layne during the three-year period.

- (5) The restricted stock units vest on the earlier of (i) the reporting person's retirement after the age of 60 and five years or more of employment with the company, or (ii) May 1, 2017, provided the reporting person remains employed by the company until such date.

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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