

ANDERSON J MICHAEL  
Form 4  
June 14, 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 \*  
ANDERSON J MICHAEL

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)  
  
1800 HUGHES LANDING  
BLVD., SUITE 800  
  
(Street)

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

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President and CFO

THE WOODLANDS, TX 77380

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			
Common Stock	06/14/2018		D			9,000	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Restricted Stock Units	(2)	06/14/2018		D		61,728	(2) (2)	Common Stock	61,728
Employee Stock Option (right to buy)	(3)	06/14/2018		D		10,000	(3) (3)	Common Stock	10,000
Performance Restricted Stock Units	(4)	06/14/2018		D		48,511	(4) (4)	Common Stock	48,511
Restricted Stock Units	(5)	06/14/2018		D		21,591	(5) (5)	Common Stock	21,591
Restricted Stock Units	(6)	06/14/2018		D		25,212	(6) (6)	Common Stock	25,212
Performance Restricted Stock Units	(7)	06/14/2018		D		59,881	(7) (7)	Common Stock	59,881

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON J MICHAEL 1800 HUGHES LANDING BLVD. SUITE 800 THE WOODLANDS, TX 77380			Senior Vice President and CFO	

## Signatures

/s/Steven F. Crooke, Attorney-in-Fact for J. Michael Anderson

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)

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Disposed of pursuant to merger agreement between issuer and Granite Construction Incorporated ("Granite") in exchange for 2,430 shares of Granite common stock having a market value of \$58.11 per share on the effective date of the merger.

- (2) These performance restricted stock units were canceled in the merger in exchange for a cash payment of \$962,827.17.  
This option, which provided for performance vesting, was canceled in the merger in exchange for a cash payment of \$69,979.00,
- (3) 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).
- (4) These performance restricted stock units were canceled in the merger in exchange for a cash payment of \$756,669.73.
- (5) These restricted stock units were canceled in the merger in exchange for a cash payment of \$336,774.26.
- (6) These restricted stock units were canceled in the merger in exchange for a cash payment of \$393,254.25.
- (7) These performance restricted stock units were canceled in the merger in exchange for a cash payment of \$934,017.85.

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.