

Maher Kevin P
Form 4
April 13, 2018

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 *
Maher Kevin P

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 700

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP - Water & Mineral Svcs

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 or Price				
Common Stock	05/01/2017		M		1,815	A	\$ 1,815	D	
Common Stock	05/01/2017		F		480	D	\$ 7.97	1,335	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)

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(1)</u>	04/10/2015		A	44,413	<u>(2)</u> <u>(2)</u>	Common Stock	44,413
Performance Shares	<u>(1)</u>	04/01/2016		A	27,287	<u>(3)</u> <u>(3)</u>	Common Stock	27,287
Performance Shares	<u>(1)</u>	04/03/2017		A	21,134	<u>(4)</u> <u>(4)</u>	Common Stock	21,134
Restricted Stock Units	<u>(1)</u>	05/01/2017		M	1,815	<u>(5)</u> <u>(5)</u>	Common Stock	1,815

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Maher Kevin P
1800 HUGHES LANDING BLVD, SUITE 700
THE WOODLANDS, TX 77380

Sr VP -
Water &
Mineral Svcs

Signatures

/s/Kevin P. 04/13/2018
Maher

**Signature of Date
Reporting Person

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 and performance share 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. Maher 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. Maher must also remain employed by Layne during the three-year period.

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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. Maher must also remain employed by Layne during the three-year period.
- (4)
- (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. 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.