

OBUS NELSON
Form 4
September 13, 2012

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 *
OBUS NELSON

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)
450 SEVENTH AVENUE, SUITE 509

3. Date of Earliest Transaction (Month/Day/Year)
09/10/2012

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

(Street)
NEW YORK, NY 10123

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)	(A) or (D)	5. Amount or Price	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)
Common Stock	09/12/2012		P	15,200	A	\$ 18.05	15,890	I	See footnote (1)
Common Stock	09/12/2012		P	22,500	A	\$ 18.05	22,500	I	See footnote (2)
Common Stock	09/12/2012		P	12,300	A	\$ 18.05	12,300	I	See footnote (3)

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(4)	04/01/2012		A	281.82	(5)	(5)	Common Stock	281.82 \$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123		X		
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123				Affiliate
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123				Affiliate
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123				Affiliate
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVE SUITE 509 NEW YORK, NY 10123				Affiliate

WYNNEFIELD CAPITAL INC
450 SEVENTH AVE
SUITE 509
NEW YORK, NY 10123

Affiliate

LANDES JOSHUA
450 SEVENTH AVE
SUITE 509
NEW YORK, NY 10123

Affiliate

Signatures

/s/ Nelson Obus, Individually	09/12/2012
__Signature of Reporting Person	Date
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	09/12/2012
__Signature of Reporting Person	Date
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	09/12/2012
__Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President	09/12/2012
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member	09/12/2012
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President	09/12/2012
__Signature of Reporting Person	Date
/s/ Joshua Landes, Individually	09/12/2012
__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 the date hereof, Nelson Obus has an indirect beneficial ownership interest in 15,890 shares of common stock of Layne Christensen Co (LAYN) as a co-managing member of Wynnefield Capital Management, LLC ("WCM"), the sole general partner of Wynnefield Partners Small Cap Value L.P.
 - (2) On the date hereof, Nelson Obus has an indirect beneficial ownership interest in 22,500 shares of common stock as a co-managing member of WCM, the sole general partner of Wynnefield Partners Small Cap Value L.P. I.
 - (3) On the date hereof, Nelson Obus has an indirect beneficial ownership interest in 12,300 shares of common stock as a principal executive officer of Wynnefield Capital, Inc. ("WCI"), the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd.
 - (4) The Conversion or Exercise Price is 1 for 1.
 - (5) The Phantom Stock Units directly owned by Nelson Obus were accrued under the Layne Christensen Company Deferred Compensation Plan for Directors and are to be settled 100% in cash. The Phantom Stock Units are to be settled within thirty (30) days after (i) the date pre-selected by the Reporting Person or (ii) the date the Reporting Person ceases to be a Director.

Remarks:

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This Form 4 is being filed jointly by Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P.

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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