

LAYNE CHRISTENSEN CO
 Form 4
 July 12, 2007

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 *
 SCHMITT ANDREW B

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)
 1900 SHAWNEE MISSION PKWY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/10/2007

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

MISSION WOODS, KS 66205

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01 per share	07/10/2007		M		5,000	A	\$ 5.25
Common Stock, par value \$0.01 per share	07/10/2007		S		5,000	D	\$ 41.5002 (1)
Common Stock, par	07/11/2007		M		10,000	A	\$ 5.25

value
\$0.01 per
share

Common
Stock, par
value 07/11/2007
\$0.01 per
share

S 10,000 D \$ 41.9551 136,250 D
(2)

Common
Stock, par
value 07/12/2007
\$0.01 per
share

M 13,300 A \$ 5.25 149,550 D

Common
Stock, par
value 07/12/2007
\$0.01 per
share

S 13,300 D \$ 42.5917 136,250 D
(3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.25	07/10/2007		M	5,000	<u>(4)</u> 04/19/2009	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 5.25	07/11/2007		M	10,000	<u>(4)</u> 04/19/2009	Common Stock	10,000

Buy)
 Employee
 Stock
 Option \$ 5.25 07/12/2007 M 13,300 (4) 04/19/2009 Common Stock 13,300
 (Right to
 Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMITT ANDREW B 1900 SHAWNEE MISSION PKWY MISSION WOODS, KS 66205	X		Chief Executive Officer	

Signatures

/s/ Andrew B.
 Schmitt 07/12/2007

**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) This is the average sale price for all the shares. The actual sale price per share ranges from \$41.50 to \$42.00.
- (2) This is the average sale price for all the shares. The actual sale price per share ranges from \$41.91 to \$42.00.
- (3) This is the average sale price for all the shares. The actual sale price per share ranges from \$42.25 to \$42.75.
- (4) This option vests over four years, with 25% vesting on each anniversary of the grant 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.