

LAYNE CHRISTENSEN CO
 Form 4
 September 04, 2008

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/02/2008

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

NEW YORK, NY 10123

(City) (State) (Zip)

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

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)
				(A) or (D) Price			
Common Stock, par value \$.01 per share	09/02/2008		S	19,732 D \$ 55.2	690	I	See Footnote (1)
Common Stock, par value \$.01 per share	09/02/2008		S	33,400 D \$ 55.2	0	I	See Footnote (2)
Common Stock, par value \$.01	09/02/2008		S	46,868 D \$ 55.2	0	I	See Footnote (3)

per share

Common
Stock, par
value \$.01
per share

1,757 D

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123			X	

Signatures

/s/ Nelson Obus 09/04/2008
 **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) Wynnefield Capital Management, LLC, a New York limited liability company ("WCM") is the sole general partner of Wynnefield Partners Small Cap Value, L.P., a Delaware limited partnership (the "Partnership"). The Reporting Person is a co-managing member of

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WCM, and by virtue of his positions with WCM and the Partnership, the Reporting Person has the shared power to vote and dispose of the reported securities owned by the Partnership. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (2) WCM is the sole general partner of Wynnefield Partners Small Cap Value, L.P. I (the "Partnership I"). The Reporting Person is a co-managing member of WCM, and by virtue of his positions with WCM and Partnership I, the Reporting Person has the shared power to vote and dispose of the reported securities owned by Partnership I. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (3) Wynnefield Capital, Inc., a Delaware corporation ("WCI"), is the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., a Cayman Islands company (the "Fund"). The Reporting Person is a co-principal executive officer of WCI and by virtue of his positions with WCI and the Fund, the Reporting Person has the shared power to vote and dispose of the reported securities owned by the Fund. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.