

LAYNE CHRISTENSEN CO
 Form 4
 July 10, 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 *
CROOKE STEVEN F

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)
07/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP-General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/06/2007		M	8,203 A	\$ 27.87	15,703	D
Common Stock	07/06/2007		S	8,203 D	\$ 41.051	7,500	D
Common Stock	07/06/2007		M	5,000 A	\$ 16.65	12,500	D
Common Stock	07/06/2007		S	5,000 D	\$ 41.051	7,500	D

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

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.87	07/06/2007		M	8,203	⁽²⁾ 01/20/2016	Common Stock	8,203
Employee Stock Option (Right to Buy)	\$ 16.65	07/06/2007		M	5,000	⁽³⁾ 06/28/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROOKE STEVEN F 1900 SHAWNEE MISSION PKWY MISSION WOODS, KS 66205			Sr. VP-General Counsel	

Signatures

/s/ Steven F. Crooke
07/10/2007

**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 sold. The actual sale price per share ranges from \$41.00 to \$41.15.

(2) Exercisable 25% per year beginning on January 21, 2007.

(3) Exercisable 25% per year beginning on June 29, 2005.

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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