LAYNE CHRISTENSEN CO Form SC 13D/A February 11, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D (AMENDMENT NO. 2)

Under the Securities Exchange Act of 1934
LAYNE CHRISTENSEN COMPANY
(Name of Issuer)
Common Stock, \$.01 par value
(Title of Class of Securities)
521050104
(CUSIP Number)
Wynnefield Partners Small Cap Value, L.P. 450 Seventh Avenue New York, New York 10123 Attention: Mr. Nelson Obus (212) 760-0134
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Jeffrey S. Tullman, Esq. Kane Kessler PC 1350 Avenue of the Americas New York, New York 10019 (212) 541-6222

February 4, 2004

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [].

	SCHEDULE 13D	
CUSIP NO. 521050104		Page 2 of 13 Pages

1			NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	Wynnefie	ld Partr	ners Small Cap Value L.P. 13-3688497	
2	CHECK TH			[] [X]
3	SEC USE	ONLY		
4	SOURCE O	F FUNDS	 *	
	WC			
5	CHECK BO		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	TO []
6	CITIZENS	HIP OR E	PLACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
277724			318,500	
SH	BER OF ARES	8	SHARED VOTING POWER	
OWN	ICIALLY ED BY		0	
REPO!	ACH RTING	9	SOLE DISPOSITIVE POWER	
	RSON ITH		318,500	
		10	SHARED DISPOSITIVE POWER	
			0	
11	AGGREGAT	E AMOUNT	F BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	CHECK BO		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES	[]
13	PERCENT (OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF	REPORTIN	NG PERSON*	
	PN			

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

	NO. 521050	104		Page 3 of 13 Pages
1	NAME OF RI		NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
			l Cap Value Offshore Fund, Ltd. ication No.)	
2	CHECK THE		PRIATE BOX IF A MEMBER OF A GROUP	(a) [(b) [X
3	SEC USE O	NLY		
4	SOURCE OF	FUNDS	 *	
	WC			
5	CHECK BOX ITEMS 2(d		SCLOSURE OF LEGAL PROCEEDINGS IS RE	QUIRED PURSUANT TO
6	CITIZENSH	IP OR	PLACE OF ORGANIZATION	
6			PLACE OF ORGANIZATION	
6	CITIZENSH Cayman Is		PLACE OF ORGANIZATION SOLE VOTING POWER	
6		lands		
NUN		lands	SOLE VOTING POWER	
NUN SI BENEE	Cayman Is Cayman Is Caynan MBER OF — HARES FICIALLY	lands 7	SOLE VOTING POWER 186,800 SHARED VOTING POWER	
NUM SI BENEE OWN	Cayman Is	lands 7 8	SOLE VOTING POWER 186,800 SHARED VOTING POWER 0	
NUN SI BENEE OWN I REPC	Cayman Is	lands 7	SOLE VOTING POWER 186,800 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER	
NUN SI BENEE OWN I REPC	Cayman Is	lands 7 8	SOLE VOTING POWER 186,800 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 186,800	
NUN SI BENEE OWN I REPC	Cayman Is	lands 7 8	SOLE VOTING POWER 186,800 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER	
NUN SI BENEE OWN I REPC	Cayman Is	lands 7 8	SOLE VOTING POWER 186,800 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 186,800	
NUN SI BENEE OWN I REPC	Cayman Is	lands 7 8	SOLE VOTING POWER 186,800 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 186,800 SHARED DISPOSITIVE POWER	ING PERSON

13	PERCENT OF	F CLAS	REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF R	EPORTII	NG PERSON*	
		*SI	EE INSTRUCTIONS BEFORE FILLING OUT	·!
			SCHEDULE 13D	
CUSIP	NO. 521050	104	-	Page 4 of 13 Pages
			-	
1	NAME OF R		NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	Wynnefiel	d Partı	ners Small Cap Value, L.P. I 13-39	953291
2	CHECK THE		PRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
3	SEC USE O	NLY		
4	SOURCE OF	FUNDS		
5	CHECK BOX ITEMS 2(d		SCLOSURE OF LEGAL PROCEEDINGS IS F	REQUIRED PURSUANT TO
6	CITIZENSH	IP OR 1	PLACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUM	BER OF -		395 , 750	
	ARES ICIALLY	8	SHARED VOTING POWER	
	ED BY ACH		0	
	RTING RSON	9	SOLE DISPOSITIVE POWER	
W	ITH -		395 , 750	

10 SHARED DISPOSITIVE POWER

	0	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXC CERTAIN SHARES*	CLUDES []
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11 3.2%	.)
14	TYPE OF REPORTING PERSON*	
	*SEE INSTRUCTIONS BEFORE FILLING OUT	21
	SCHEDULE 13D	
CUSIF	NO. 521050104	Page 5 of 13 Pages
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Channel Partnership II, L.P. 22-3215653	1
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS F	REQUIRED PURSUANT TO
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
	7 SOLE VOTING POWER	
	10,000	
	JMBER OFSHARES 8 SHARED VOTING POWER	

OWN	'ICIALLY IED BY		0	
REPO	EACH PRTING ERSON	9	SOLE DISPOSITIVE POWER	
W	IITH		10,000	
		10	SHARED DISPOSITIVE POWER	
			0	
11	AGGREGAT	TE AMOUN	IT BENEFICIALLY OWNED BY EACH REPORTI	ING PERSON
12	CHECK BO		IE AGGREGATE AMOUNT IN ROW (11) EXCLU	JDES
13	PERCENT	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF	REPORTI	NG PERSON*	
	PN			
		*S	SEE INSTRUCTIONS BEFORE FILLING OUT!	
			SCHEDULE 13D	
CUSIP	NO. 52105	50104	 E	age 6 of 13 Pages
1			NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	Wynnefie	eld Capi	tal Management, LLC 13-4018186	
2	CHECK TH		PRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) [X]
3	SEC USE	ONLY		
4	SOURCE (F FUNDS		
	N/A			
5	CHECK BO		SCLOSURE OF LEGAL PROCEEDINGS IS REQ	QUIRED PURSUANT TO
6	CITIZENS	 SHIP OR	PLACE OF ORGANIZATION	

	New York			
		7	SOLE VOTING POWER 714,250	
SH	BER OF ARES ICIALLY	8	SHARED VOTING POWER	
OWN	ED BY ACH		0	
REPO	RTING RSON	9	SOLE DISPOSITIVE POWER	
	ITH		714,250	
		10	SHARED DISPOSITIVE POWER	
			0	
11	AGGREGATI 714,250	E AMOUN	F BENEFICIALLY OWNED BY EACH REPOR	TING PERSON
12	CHECK BOX		E AGGREGATE AMOUNT IN ROW (11) EXC	LUDES []
13	PERCENT (OF CLAS:	S REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF	REPORTII	NG PERSON*	
	00			
		*S1	EE INSTRUCTIONS BEFORE FILLING OUT	!
			SCHEDULE 13D	
CUSIP I	NO. 52105	0104	-	Page 7 of 13 Pages
			_	
1			NG PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	Wynnefie	ld Capit	cal, Inc. 13-3688495	
2	CHECK THI			(a) [] (b) [X]
3	SEC USE (ONLY		

4	SOURCE O	'FUNDS*	
	N/A		
5		(IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT T d) or 2(e)	0
6	CITIZENS	HIP OR PLACE OF ORGANIZATION	
	Delaware		
		7 SOLE VOTING POWER	
	(DED 05	186,800	
SI		8 SHARED VOTING POWER	
IWO	FICIALLY NED BY	0	
REPO		9 SOLE DISPOSITIVE POWER	
	ERSON WITH	186,800	
	-	10 SHARED DISPOSITIVE POWER	
		0	
11	AGGREGATI 186,800	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	CHECK BO	K IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES* []
13	PERCENT (DF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF I	REPORTING PERSON*	
	CO		
		*SEE INSTRUCTIONS BEFORE FILLING OUT!	
		SCHEDULE 13D	
CIICTD	NO. 52105	 0104 Page 8 of 13 Page	
	110. 321030	raye o oi is raye	
1	NAME OF 1	REPORTING PERSON	

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

	Wynnefiel	ld Capit	cal, Inc. Profit Sharing & Money Purchase Plan	
2	CHECK THE			[]
3	SEC USE (ONLY		
4	SOURCE OF	F FUNDS	*	
	WC			
5	CHECK BOX		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT (e)	TO []
6	CITIZENS	HIP OR E	PLACE OF ORGANIZATION	
	N/A			
		7	SOLE VOTING POWER	
NIIM	BER OF -		18,100	
SH	ARES ICIALLY	8	SHARED VOTING POWER	
OWN	ED BY ACH -		0	
REPO	RTING RSON	9	SOLE DISPOSITIVE POWER	
	ITH -		18,100	
		10	SHARED DISPOSITIVE POWER	
			0	
11	AGGREGATE	E AMOUNT	F BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	CHECK BOX		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES	[]
13	PERCENT (OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
14	TYPE OF I	REPORTIN	NG PERSON*	
	EP			

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO	52105	0104 Page	e 9 of 13 Pages
		REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
N	Welson O	bus	
		E APPROPRIATE BOX IF A MEMBER OF A GROUP tructions)	(a) [] (b) [X]
3 S	SEC USE	ONLY	
4 \$	SOURCE O	F FUNDS*	
1	I/A		
		X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED OF 2 (e)	RED PURSUANT TO
6 (CITIZENS	HIP OR PLACE OF ORGANIZATION	
J 	Jnited S	tates	
		7 SOLE VOTING POWER	
MIMDE	1D 0E	28,100	
SHAF		8 SHARED VOTING POWER	
BENEFIC OWNEL) BY	901,050	
EAC REPORT	TING	9 SOLE DISPOSITIVE POWER	
PERS WIT		28,100	
		10 SHARED DISPOSITIVE POWER	
		901,050	
	AGGREGAT 929 , 150	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING	PERSON
	CHECK BO	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDE: SHARES*	s
	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
 14 Т	TYPE OF	REPORTING PERSON*	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

	NO. 52105	0104	Page 10 of	13 Page
1			ING PERSON IDENTIFICATION NO. OF ABOVE PERSON	
	Joshua L	andes		
2	CHECK THI		OPRIATE BOX IF A MEMBER OF A GROUP	(a) [(b) [X
3	SEC USE (ONLY		
4	SOURCE O	F FUND	 S*	
	N/A			
	ITEMS 2(a) or	z (e)	[
6	CITIZENS		PLACE OF ORGANIZATION	
6			PLACE OF ORGANIZATION SOLE VOTING POWER	
6		tates 		
NUI SI	United S	tates 	SOLE VOTING POWER	
NUI SI BENEI OWI	United S	tates 7	SOLE VOTING POWER	
NUM SI BENEI OWN I REPO	United Some	tates 7 8	SOLE VOTING POWER 0 SHARED VOTING POWER	
NUN SI BENEI OWN I REPO	United Some	tates 7 8	SOLE VOTING POWER 0 SHARED VOTING POWER 901,050	
NUN SI BENEI OWN I REPO	United Some	tates 7 8	SOLE VOTING POWER 0 SHARED VOTING POWER 901,050 SOLE DISPOSITIVE POWER	
NUN SI BENEI OWN I REPO	United Some	tates 7 8	SOLE VOTING POWER 0 SHARED VOTING POWER 901,050 SOLE DISPOSITIVE POWER 0	
NUN SI BENEI OWN I REPO	United Some	tates 7 8 9	SOLE VOTING POWER 0 SHARED VOTING POWER 901,050 SOLE DISPOSITIVE POWER 0 SHARED DISPOSITIVE POWER	

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.3%
14	TYPE OF REPORTING PERSON*
	IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

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Item 4. Purpose of the Transaction

Item 4 is hereby amended to add the following:

On December 22, 2003, the Reporting Persons submitted to the Issuer a stockholder proposal (the "Proposal") and a supporting statement (the "Supporting Statement") for inclusion in the Issuer's proxy statement with respect to the Issuer's 2004 Annual Meeting of Stockholders recommending that the Board of Directors of the Issuer take the necessary steps to amend the Issuer's Certificate of Incorporation and to take such other actions as may be necessary in order to cause all directors of the Issuer to be elected annually and not by classes. A copy of the letter dated December 22, 2003 submitting the Proposal and the Supporting Statement is annexed hereto as Exhibit 1.

On January 2, 2004, the Reporting Persons sent a letter to the Board of Directors of the Issuer recommending that Nelson Obus be nominated by the Board of Directors for election to the Board at the Issuer's 2004 Annual Meeting of Stockholders. A copy of the letter dated January 2, 2004 is annexed hereto as Exhibit 2.

On February 4, 2004, the Reporting Persons sent a letter to Steven F. Crooke, Vice President, General Counsel and Secretary of the Issuer notifying the Issuer that the Reporting Persons intend to nominate Nelson Obus and Joseph C. Stokes, Jr. for election as directors at the Issuer's 2004 Annual Meeting of Stockholders. A copy of the letter dated February 4, 2004 is annexed hereto as Exhibit 3.

On February 5, 2004, the Reporting Persons sent a letter to Andrew B. Schmitt, President and CEO of the Issuer, responding to a letter received from Steven F. Crooke, Vice President, General Counsel and Secretary of the Issuer, questioning the Board's appointment of Messrs. Warren Lichtenstein and Anthony B. Helfet to the Board while deferring consideration of the request of the Reporting Persons (as set forth in their letter of January 2, 2004) that Nelson Obus be nominated for election to the Board. A copy of the letter dated February 5, 2004 is annexed hereto as Exhibit 4.

Item 7. Material to be Filed as Exhibits

Exhibit 1 Letter to the Issuer submitting Proposal and Supporting Statement, dated December 22, 2003

Exhibit 2 Letter to the Board of Directors of the Issuer, dated January 2, 2004

SCHEDULE 13D

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Letter to Steven F. Crooke, Vice President, General Counsel and Secretary of the Issuer, dated February 4, 2004

Exhibit 4 Letter to Andrew B. Schmitt, President and CEO of the Issuer, dated February 5, 2004

SCHEDULE 13D

_____ _____ CUSIP NO. 521050104 Page 13 of 13 Pages

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2004.

Wynnefield Partners Small Cap Value, Wynnefield Partners Small Cap Value,

LLC, its General Partner

L.P. I

By: Wynnefield Capital Management

By: Wynnefield Capital Management

Wynnefield Capital Management LLC

LLC, its General Partner

By: /s/ Nelson Obus By: /s/ Nelson Obus _____ _____ Co-Managing Member Co-Managing Member

Wynnefield Small Cap Value Offshore

Fund, Ltd.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus _____

By: /s/ Nelson Obus _____

Co-Managing Member

President

Wynnefield Capital, Inc. By: /s/ Nelson Obus /s/ Nelson Obus _____ _____ President Nelson Obus ______ Channel Partnership II, L.P. /s/ Joshua Landes By: /s/ Nelson Obus _____ Joshua Landes General Partner ______ Wynnefield Capital, Inc. Profit Sharing & Money Purchase Plans By: /s/ Nelson Obus Authorized Signatory