

GALECTIN THERAPEUTICS INC
 Form 4
 July 08, 2015

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 *
 AMELIO GILBERT F

2. Issuer Name and Ticker or Trading Symbol
 GALECTIN THERAPEUTICS INC
 [GALT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O GALECTIN THERAPEUTICS INC., 4960 PEACHTREE INDUSTRIAL BLVD., STE 240

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2015

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

(Street)
 NORCROSS, GA 30071

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)
			Code	V	Amount	(A) or (D)			
Common Stock	03/12/2015		A		11,112	A	\$ 0	103,086	D
Common Stock	04/07/2015		A		1,054	A	\$ 0	104,140	D
Common Stock	04/08/2015		A		15,921	A	\$ 0	120,061	D

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

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SEC 1474 (9-02)

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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
Stock Option (right to buy)	\$ 6.48	04/08/2015		D	7,408	<u>(1)</u> 03/24/2016	Common Stock	7,408
Stock Option (right to buy)	\$ 7.08	04/08/2015		D	6,780	<u>(3)</u> 06/28/2021	Common Stock	6,780
Stock Option (right to buy)	\$ 3.59	04/08/2015		D	10,034	<u>(4)</u> 03/28/2023	Common Stock	10,034

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMELIO GILBERT F C/O GALECTIN THERAPEUTICS INC. 4960 PEACHTREE INDUSTRIAL BLVD., STE 240 NORCROSS, GA 30071	X			

Signatures

/s/ Jack W. Callicutt as Power of Attorney for Gilbert F. Amelio 07/08/2015

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) The option vested quarterly in eight equal installments beginning May 12, 2011.

The option was canceled by mutual agreement of the reporting person and Galectin Therapeutics, Inc. The reporting person received

(2) 15,921 shares of restricted common stock, reported in Table 1 of this Form 4, as consideration for the cancellation of options granted on March 24, 2011, June 28, 2011 and March 28, 2013.

(3) The option vested as to one-eighth of the shares on June 28, 2011 and thereafter quarterly in seven equal installments beginning August 12, 2011.

(4) The option vested quarterly in eight equal installments beginning on May 12, 2013.

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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