

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |           |              |  |  |  |  |   |  |
|---|-----------|--------------|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person*        |           |              | 2. Issuer Name and Ticker or Trading Symbol              |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |   |  |
| <u>Shlevin Harold H.</u>                        |           |              | <u>GALECTIN THERAPEUTICS INC [ GALT ]</u>                |  |  | <input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Operating Officer</u> |   |  |
| (Last)  | (First)   | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)         |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |   |  |
| <u>C/O GALECTIN THERAPEUTICS, INC.</u>          |           |              | <u>06/12/2018</u>  |  |  |  |   |  |
| <u>4960 PEACHTREE INDUSTRIAL BLVD., STE 240</u> |           |              | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |  |   |  |
| (Street)  | (City)    | (State)      | (Zip)  |  |  |  |   |  |
| <u>NORCROSS</u>                                 | <u>GA</u> | <u>30071</u> |  |  |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                   |   |  |   |
| Common Stock                    | 06/12/2018                           |  | S <sup>(1)</sup>               |   | 12,780  | D          | \$6.5                   | 5,374   | D  |   |
| Common Stock                    | 06/13/2018                           |  | M <sup>(1)</sup>               |   | 25,544  | A          | \$0                     | 30,918  | D  |   |
| Common Stock                    | 06/13/2018                           |  | S <sup>(1)</sup>               |   | 30,918  | D          | \$7.7921 <sup>(3)</sup> | 0   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock option (right to buy)                | \$3.45   | 06/13/2018                           |  | M <sup>(1)</sup>               |   |  | 25,544 | (2)  | 01/29/2025      | Common Stock  | 25,544                                     | \$0  | 12,456  | D  |       |

**Explanation of Responses:**

- The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 12, 2018.
- The options vested as follows: 25% on January 29, 2015, the grant date, with the remainder vesting ratably on a monthly basis over a three year period.
- The shares were sold in multiple transactions at prices ranging from \$6.52 to \$8.00. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

**Remarks:**

/s/ Jack W. Callicutt, by power of attorney 06/14/2018

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.