

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* <u>Shlevin Harold H.</u>  (Last) (First) (Middle) C/O GALECTIN THERAPEUTICS, INC. 4960 PEACHTREE INDUSTRIAL BLVD., STE 240  (Street) NORCROSS GA 30071  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GALECTIN THERAPEUTICS INC [ GALT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/04/2018		M <sup>(1)</sup>		5,500	A	\$2.32	59,414	D	
Common Stock	06/04/2018		M <sup>(1)</sup>		5,407	A	\$0.87	64,821	D	
Common Stock	06/04/2018		S <sup>(1)</sup>		10,907	D	\$5.1502 <sup>(4)</sup>	53,914	D	
Common Stock	06/05/2018		M <sup>(1)</sup>		5,630	A	\$2.32	65,044	D	
Common Stock	06/05/2018		M <sup>(1)</sup>		4,294	A	\$0.87	69,338	D	
Common Stock	06/05/2018		S <sup>(1)</sup>		9,924	D	\$5.1575 <sup>(5)</sup>	53,914	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		Date Exercisable	Expiration Date						Title
Stock option (right to buy)	\$2.32	06/04/2018		M <sup>(1)</sup>		5,500	(2)	08/27/2022	Common Stock	5,500	\$0	85,000	D	
Stock option (right to buy)	\$0.87	06/04/2018		M <sup>(1)</sup>		5,407	(3)	12/03/2026	Common Stock	5,407	\$0	84,893	D	
Stock option (right to buy)	\$2.32	06/05/2018		M <sup>(1)</sup>		5,630	(2)	08/27/2022	Common Stock	5,630	\$0	79,370	D	
Stock option (right to buy)	\$0.87	06/05/2018		M <sup>(1)</sup>		4,294	(3)	12/03/2026	Common Stock	4,294	\$0	80,599	D	

**Explanation of Responses:**

1. The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 12, 2018.

2. The options vest as follows: 20% on August 27, 2012, the grant date; 20% on December 31, 2012; 30% on December 31, 2013; and 30% on December 31, 2014.
3. The options vested as follows: 25% on December 3, 2016, the grant date; 25% on July 1, 2017; and 50% on December 31, 2017.
4. The shares were sold in multiple transactions at prices ranging from \$5.15 to \$5.16. 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.
5. The shares were sold in multiple transactions at prices ranging from \$5.15 to \$5.18. 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 06/06/2018  
of attorney

\*\* 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.**