

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>Rubin Marc</u> <hr/> (Last) (First) (Middle) C/O GALECTIN THERAPEUTICS, INC. 4960 PEACHTREE INDUSTRIAL BLVD., STE 240 <hr/> (Street) NORCROSS GA 30071 <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2019</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	02/21/2019		S ⁽¹⁾		7,000	D	\$6	13,581	D	
Common Stock	02/21/2019		M ⁽¹⁾		43,326	A	\$2.39	56,907	D	
Common Stock	02/21/2019		S ⁽¹⁾		43,326	D	\$6.0247 ⁽²⁾	13,581	D	
Common Stock	02/22/2019		M ⁽¹⁾		859	A	\$2.39	14,440	D	
Common Stock	02/22/2019		S ⁽¹⁾		859	D	\$6.0244 ⁽³⁾	13,581	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)	\$2.39	02/21/2019		M ⁽¹⁾			43,326	(4)	12/15/2026	Common Stock	43,326	\$0	33,924	D	
Stock option (right to buy)	\$2.39	02/22/2019		M ⁽¹⁾			859	(4)	12/15/2026	Common Stock	859	\$0	33,065	D	

Explanation of Responses:

- The reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on August 10, 2018.
- The shares were sold in multiple transactions at prices ranging from \$6.00 to \$6.05. 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.
- The shares were sold in multiple transactions at prices ranging from \$6.00 to \$6.02. 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.
- The options vested 100% on December 14, 2018.

Remarks:

/s/ Jack W. Callicutt, by power of attorney 02/25/2019

** Signature of Reporting Person Date

* 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.

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