

| OMB APPROVAL                                 |           |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *<br><b>AMELIO GILBERT F</b><br><br>(Last) (First) (Middle)<br><b>C/O GALECTIN THERAPEUTICS INC.</b><br><b>4960 PEACHTREE INDUSTRIAL BLVD., STE 240</b><br><br>(Street)<br><b>NORCROSS GA 30071</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>GALECTIN THERAPEUTICS INC [ GALT ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/12/2015</b>                    |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 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  |   |

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)                | \$6.48   | 04/08/2015                           |  | D                              |   |  | 7,408  | (1)  | 03/24/2016      | Common Stock  | 7,408                                      | (2)  | 0   | D  |       |
| Stock Option (right to buy)                | \$7.08   | 04/08/2015                           |  | D                              |   |  | 6,780  | (3)  | 06/28/2021      | Common Stock  | 6,780                                      | (2)  | 0   | D  |       |
| Stock Option (right to buy)                | \$3.59   | 04/08/2015                           |  | D                              |   |  | 10,034 | (4)  | 03/28/2023      | Common Stock  | 10,034                                     | (2)  | 0   | D  |       |

Explanation of Responses:

- 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 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.
- 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.
- The option vested quarterly in eight equal installments beginning on May 12, 2013.

Remarks:

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

\*\* 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.