

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Prelack Steven</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2014					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	01/31/2014		M		667	A	\$0.72	3,603	D	
Common Stock	01/31/2014		M		83,334	A	\$1.2	86,937	D	
Common Stock	01/31/2014		M		9,260	A	\$6.48	96,197	D	
Common Stock	01/31/2014		M		8,475	A	\$7.08	104,672	D	
Common Stock	01/31/2014		M		6,269	A	\$3.59	110,941	D	
Common Stock	01/31/2014		F		17,722 <sup>(9)</sup>	D	\$13.71	93,219	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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.72 <sup>(1)</sup>	01/31/2014		M		667 <sup>(1)</sup>		02/08/2009	02/08/2014	Common Stock	667	\$0	0	D	
Stock Option (right to buy)	\$1.2 <sup>(3)</sup>	01/31/2014		M		83,334 <sup>(1)</sup>		(2)	02/25/2014	Common Stock	83,334	\$0	0	D	
Stock Option (right to buy)	\$6.48 <sup>(4)</sup>	01/31/2014		M		9,260 <sup>(4)</sup>		(5)	03/24/2016	Common Stock	9,260	\$0	0	D	
Stock Option (right to buy)	\$7.08 <sup>(6)</sup>	01/31/2014		M		8,475 <sup>(6)</sup>		(7)	06/28/2021	Common Stock	8,475	\$0	0	D	
Stock Option (right to buy)	\$3.59	01/31/2014		M		6,269		(8)	03/28/2023	Common Stock	6,269	\$0	10,445	D	

**Explanation of Responses:**

- This option was previously reported as covering 4,000 shares at an exercise price of \$0.12 per share, but was adjusted to reflect the 1-for-6 reverse stock split that occurred in March 2012.
- Stock Option grant, vested as follows: (i) 50% on February 25, 2010; (ii) 25% on May 25, 2010; (iii) 12.5% on August 25, 2010; (iv) 6.25% on November 25, 2010; and (v) 6.25% on February 25, 2011.
- This option was previously reported as covering 500,000 shares at an exercise price of \$0.2 per share, but was adjusted to reflect the 1-for-6 reverse stock split that occurred in March 2012.
- This option was previously reported as covering 55,556 shares at an exercise price of \$1.08 per share, but was adjusted to reflect the 1-for-6 reverse stock split that occurred in March 2012.
- The option vests in eight equal installments beginning May 12, 2011.
- This option was previously reported as covering 50,848 shares at an exercise price of \$1.18 per share, but was adjusted to reflect the 1-for-6 reverse stock split that occurred in March 2012.
- The option vests as to one-eighth of the shares on June 28, 2011 and thereafter quarterly in seven equal installments beginning August 12, 2011.
- The option vests quarterly in eight equal installments beginning on May 12, 2013.
- Represents shares forfeited in satisfaction of exercise price of vested options.

**Remarks:**

/s/ Steven Prelack

02/03/2014

\*\* 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.

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