

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Rubin Marc</u>  (Last) (First) (Middle) <u>C/O GALECTIN THERAPEUTICS INC.</u> <u>4960 PEACHTREE INDUSTRIAL BLVD, STE 240</u>  (Street) <u>NORCROSS</u> <u>GA</u> <u>30071</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GALECTIN THERAPEUTICS INC [ GALT ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2013</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  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
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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	12/04/2013		P		3,000	A	\$8.69 <sup>(1)</sup>	6,334	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					

Explanation of Responses:

1. Reflects weighted average price. Range of prices were between \$8.65 and \$8.72. The reporting person will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

Remarks:

Remarks: Exhibits: Exhibit 24: Confirming Statement

/s/ Jack W. Callicutt, as Attorney- In-Fact 12/04/2013

\*\* 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.

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated the Chief Executive Officer, the Chief Financial Officer or the Chief Operating Officer of Galectin Therapeutics Inc. the Company to execute and file on the undersigned's behalf all Forms 3 4 and 5 including any amendments thereto that the undersigned may be required to file with the US Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of the Company. The authority of the Chief Executive Officer, the Chief Financial Officer or the Chief Operating Officer of the Company under this Statement shall continue until the undersigned is no longer required to file Forms 3 4 and 5 with regard to the undersigned's ownership of or transactions in securities of the Company unless earlier revoked in writing. The undersigned acknowledges that the Chief Executive Officer, the Chief Financial Officer or the Chief Operating Officer of the Company is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated as of June 24, 2013

Marc Rubin

Signature

Marc Rubin

Print Name