

GALECTIN THERAPEUTICS INC

Form 4

July 08, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
AMELIO GILBERT F2. Issuer Name and Ticker or Trading
Symbol
GALECTIN THERAPEUTICS INC
[GALT]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2015☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)C/O GALECTIN THERAPEUTICS
INC., 4960 PEACHTREE
INDUSTRIAL BLVD., STE 240

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NORCROSS, GA 30071

(City) (State) (Zip)

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	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)		8. Date of Issuance (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.48	04/08/2015		D		7,408		<u>(1)</u>	03/24/2016	Common Stock	7,408
Stock Option (right to buy)	\$ 7.08	04/08/2015		D		6,780		<u>(3)</u>	06/28/2021	Common Stock	6,780
Stock Option (right to buy)	\$ 3.59	04/08/2015		D		10,034		<u>(4)</u>	03/28/2023	Common Stock	10,034

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AMELIO GILBERT F C/O GALECTIN THERAPEUTICS INC. 4960 PEACHTREE INDUSTRIAL BLVD., STE 240 NORCROSS, GA 30071	X

Signatures

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

07/08/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) 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

(2) 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.

(3) 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.

(4) The option vested quarterly in eight equal installments beginning on May 12, 2013.

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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