

GALECTIN THERAPEUTICS INC
 Form 4
 February 04, 2014

FORM 4

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

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 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 *
 Prelack Steven

2. 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)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GALECTIN THERAPEUTICS INC., 4960 PEACHTREE INDUSTRIAL BLVD, STE 240

01/31/2014

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or 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 |
| | 01/31/2014 | | M | | 6,269 A \$ 3.59 | 110,941 | D |

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Common
Stock

Common Stock 01/31/2014 F 17,722
(9) D \$ 13.71 93,219 D

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 0.72 <u>(1)</u> | 01/31/2014 | | M | 667 <u>(1)</u> | 02/08/2009 | 02/08/2014 | Common Stock | 667 |
| Stock Option (right to buy) | \$ 1.2 <u>(3)</u> | 01/31/2014 | | M | 83,334 <u>(1)</u> | <u>(2)</u> | 02/25/2014 | Common Stock | 83,334 |
| Stock Option (right to buy) | \$ 6.48 <u>(4)</u> | 01/31/2014 | | M | 9,260 <u>(4)</u> | <u>(5)</u> | 03/24/2016 | Common Stock | 9,260 |
| Stock Option (right to buy) | \$ 7.08 <u>(6)</u> | 01/31/2014 | | M | 8,475 <u>(6)</u> | <u>(7)</u> | 06/28/2021 | Common Stock | 8,475 |
| Stock Option (right to buy) | \$ 3.59 | 01/31/2014 | | M | 6,269 | <u>(8)</u> | 03/28/2023 | Common Stock | 6,269 |

Reporting Owners

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

Signatures

/s/ Steven
Prelack

02/03/2014

**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) 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.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) The option vests in eight equal installments beginning May 12, 2011.
- (6) 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.
- (7) 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.
- (8) The option vests quarterly in eight equal installments beginning on May 12, 2013.
- (9) Represents shares forfeited in satisfaction of exercise price of vested options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.