

GALECTIN THERAPEUTICS INC

Form 4

July 08, 2015

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

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FREEMAN KEVIN D

(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

GALECTIN THERAPEUTICS INC  
[GALT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Common Stock	03/12/2015		A	11,112 A \$ 0	17,112 <sup>(1)</sup>	D	
Common Stock	04/08/2015		A	10,531 A \$ 0	27,643 <sup>(1)</sup>	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  
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SEC 1474  
(9-02)

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**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. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.1	04/08/2015		D	14,815	(2) 06/02/2021	Common Stock	14,815

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

FREEMAN KEVIN D  
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 Kevin D. Freeman

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).

Amount reported includes shares acquired on June 1, 2015 and previously reported on a Form 4 filed on June 2, 2015. Shares acquired on (1) June 1, 2015 were originally reported as held indirectly by the reporting person, however, such shares are held directly by the reporting person.

(2) The option vested quarterly in eight equal installments beginning September 2, 2011.

The option was canceled by mutual agreement of the reporting person and Galectin Therapeutics, Inc. The reporting person received (3) 10,531 shares of restricted common stock, reported in Table 1 of this Form 4, as consideration for the cancellation of options granted on June 2, 2011 and March 28, 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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