

Shlevin Harold H.
Form 4
June 06, 2018

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 *
Shlevin Harold H.

2. Issuer Name and Ticker or Trading Symbol
GALECTIN THERAPEUTICS INC
[GALT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Operating Officer

(Last) (First) (Middle)
C/O GALECTIN THERAPEUTICS, INC., 4960 PEACHTREE INDUSTRIAL BLVD., STE 240

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2018

NORCROSS, GA 30071

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 06/04/2018 | | M ⁽¹⁾ | | 5,500 A \$ 2.32 | D | |
| Common Stock | 06/04/2018 | | M ⁽¹⁾ | | 5,407 A \$ 0.87 | D | |
| Common Stock | 06/04/2018 | | S ⁽¹⁾ | | 10,907 D 5.1502 | D | |
| Common Stock | 06/05/2018 | | M ⁽¹⁾ | | 5,630 A \$ 2.32 | D | |

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| | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|----------------------------|--------|---|
| Common Stock | 06/05/2018 | | <u>M</u> ⁽¹⁾ | 4,294 | A | \$ 0.87 | 69,338 | D |
| Common Stock | 06/05/2018 | | <u>S</u> ⁽¹⁾ | 9,924 | D | \$ 5.1575 <u>(5)</u> | 53,914 | 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 required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock option (right to buy) | \$ 2.32 | 06/04/2018 | | <u>M</u> ⁽¹⁾ | 5,500 | <u>(2)</u> 08/27/2022 | Common Stock | 5,500 |
| Stock option (right to buy) | \$ 0.87 | 06/04/2018 | | <u>M</u> ⁽¹⁾ | 5,407 | <u>(3)</u> 12/03/2026 | Common Stock | 5,407 |
| Stock option (right to buy) | \$ 2.32 | 06/05/2018 | | <u>M</u> ⁽¹⁾ | 5,630 | <u>(2)</u> 08/27/2022 | Common Stock | 5,630 |
| Stock option (right to buy) | \$ 0.87 | 06/05/2018 | | <u>M</u> ⁽¹⁾ | 4,294 | <u>(3)</u> 12/03/2026 | Common Stock | 4,294 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Shlevin Harold H.
C/O GALECTIN THERAPEUTICS, INC.
4960 PEACHTREE INDUSTRIAL BLVD., STE 240
NORCROSS, GA 30071

Chief Operating Officer

Signatures

/s/ Jack W. Callicutt, by power of attorney 06/06/2018

__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 reported transaction was made pursuant to a Rule 10b5-1 plan adopted by the reporting person on March 12, 2018.
- (2) The options vest as follows: 20% on August 27, 2012, the grant date; 20% on December 31, 2012; 30% on December 31, 2013; and 30% on December 31, 2014.
- (3) The options vested as follows: 25% on December 3, 2016, the grant date; 25% on July 1, 2017; and 50% on December 31, 2017.
- (4) The shares were sold in multiple transactions at prices ranging from \$5.15 to \$5.16. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.
- (5) The shares were sold in multiple transactions at prices ranging from \$5.15 to \$5.18. This amount represents the weighted average sale price of such transactions. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request by the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer.

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.