

Martin Rod D
Form 4
October 06, 2011

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 *
Martin Rod D

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)
7 WELLS AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2011

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

NEWTON, MA 02459

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 or 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	(A) or (D)	Price			
Common Stock	09/30/2011		X ⁽¹⁾		2,410,000	A	\$ 0.5	8,862,698	I	By 10X Fund, LP (2) (3)
Common Stock	09/30/2011		J ⁽⁴⁾		206,724	A	\$ 0.9202	9,069,422	I	By 10X Fund, LP (2) (3)

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

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(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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	235,000		09/30/2009	09/30/2014	Common Stock	235,000
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	310,000		11/03/2009	11/03/2014	Common Stock	310,000
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	325,000		12/08/2009	12/08/2014	Common Stock	325,000
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	325,000		01/29/2010	01/29/2015	Common Stock	325,000
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	335,000		03/08/2010	03/08/2015	Common Stock	335,000
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	310,000		04/30/2010	04/30/2015	Common Stock	310,000
Class A-1 Warrant	\$ 0.5	09/30/2011		X ⁽¹⁾	570,000		05/10/2010	05/10/2015	Common Stock	570,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Rod D 7 WELLS AVENUE NEWTON, MA 02459	X	X		

Signatures

Robert J. Mottern, as attorney in fact for Rod D.
Martin

10/06/2011

__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) On September 30, 2011, 10X Fund, LP exercised 2,410,000 Class A-1 Warrants, and as a result acquired 2,410,000 shares of common stock of the Issuer. The warrants were exercisable at \$0.50 per share. The aggregate exercise price was \$1,205,000.

Reporting Person is a managing member of 10X Capital Management, LLC, a Florida limited liability company acting as the general partner of 10X Fund, L.P., a Delaware limited partnership, and as such, may be deemed to have indirect beneficial ownership of all or a portion of the securities owned directly by 10X Fund, L.P., such portion being equal to 10X Capital Management, LLC's (a) 20% interest
- (2) in the profits of 10X Fund, L.P., (b) interest in any securities which are used to pay a 2% annual management fee to 10X Capital Management, LLC, and (c) interest in one-half of the Class B Warrants acquired by 10X Fund, L.P. in all closings other than the initial closing held on February 12, 2009, less one Class B Warrant which 10X Capital Management, LLC has committed to reallocate to investors in all prior closings until each such investor has one (1) additional Class B Warrant for each dollar invested.
- (3) Any such deemed indirect beneficial ownership may also be reduced by Mr. Martin's proportional ownership in 10X Capital Management, LLC. Mr. Martin disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Received as a dividend on Series B Convertible Preferred Stock owned by 10X Fund, LP.

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.