

MANNATECH INC  
Form 4  
August 17, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FREDRICK J STANLEY

(Last) (First) (Middle)

600 SOUTH ROYAL LANE, SUITE 200

(Street)

COPPELL, TX 75019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MANNATECH INC [MTEX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/13/2010

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Purchase Common Stock	\$ 15.13	08/13/2010			D			12,000	(1)	06/13/2012	Common Stock, Par Value \$0.0001 per share	12,000
Right to Purchase Common Stock	\$ 6.03	08/13/2010			D			3,300	(1)	06/18/2018	Common Stock, Par Value \$0.0001 per share	3,300
Right to Purchase Common Stock	\$ 2.71	08/16/2010			A		3,922		(4)	08/15/2015	Common Stock, Par Value \$0.0001 per share	3,922

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREDRICK J STANLEY 600 SOUTH ROYAL LANE SUITE 200 COPPELL, TX 75019	X	X		

## Signatures

/s/ Stephen D. Fenstermacher, Co-CEO and CFO, by Power of Attorney 08/17/2010

\*\*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) Options Vest 1/3 immediately, 1/3 on every year thereafter for 2 years.  
On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 12,000 shares of Mannatech common stock granted to the reporting person on June 14, 2007. In exchange, the reporting person received a replacement option, for 1,789 shares, having an exercise price of \$2.71 a share.
  - (2) On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 3,300 shares of Mannatech common stock granted to the reporting person on June 19, 2008. In exchange, the reporting person received a replacement option, for 2,133 shares, having an exercise price of \$2.71 a share.
  - (3)

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(4) The option vests in three equal annual installments beginning August 16, 2011.

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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