

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Fenstermacher, Stephen D.
600 S. Royal Lane Suite 200
Coppell, Texas 75019
USA

2. Issuer Name and Ticker or Trading Symbol

Mannatech, Incorporated
MTEX

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/06/2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Vice President and Chief Financial Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction	3. Date	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Month	6. Director or Beneficial Ownership	7. Nature of Indirect Beneficial Ownership
			A/ D	Price		

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Date	4. Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative Securities	10. Director or Beneficial Ownership	11. Nature of Indirect Beneficial Ownership
			A/ D	Amount	A/ D	Title and Number of Shares				

Right to buy stock option	\$2.69	11/1/2001	A	50,000	11/1/2002 to 10/31/2011	Common Stock, par value \$0.0001 per share	50,000	\$2.69	252,000	D	
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Explanation of Responses:

SIGNATURE OF REPORTING PERSON

/s/ Stephen D. Fenstermacher

DATE

12/06/2001