

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

Varner, Deanne
4100 St. John's Drive
Dallas, TX 75205
USA

2. Issuer Name and Ticker or Trading Symbol

Mannatech, Incorporated
MTX

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

4. Statement for Month/Year

06/04/2001

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

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

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

Former Officer - General Counsel who resigned 5/10/01

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. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	Price		

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

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

Stock Option (Right to buy)	\$1.75	05/10/2001	A	42,500	A	05/10/2001	Common Stock, par value \$0.0001 per share	42,500	\$1.75	74,074	D
Stock Option (Right to buy)	\$2.00	05/10/2001	A	37,500	A	05/10/2001	Common Stock, par value \$0.0001 per share	37,500	\$2.00		D
Stock Option (Right to buy)	\$2.25	05/10/2001	A	33,333	A	05/10/2001	Common Stock, par value \$0.0001 per share	33,333	\$2.25		D
Stock Option (Right to buy)	\$4.00	05/10/2001	A	50,000	A	05/10/2001	Common Stock, par value \$0.0001 per share	50,000	\$4.00		D

Explanation of Responses:

SIGNATURE OF REPORTING PERSON

/s/ Deanne Varner

DATE

06/04/2001