

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 Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* FREDRICK J STANLEY (Last) (First) (Middle) 600 S. ROYAL LANE, SUITE 200 (Street) COPPELL TX 75019 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MANNATECH INC [MTEX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) X Other (specify below) Director/10% owner
	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.0001 per share	12/27/2006	12/27/2006	J		1,250,000 ⁽²⁾	D	\$0.00 ⁽³⁾	1,900,000	D	
Common sock, par value \$0.0001 per share	12/27/2006	12/27/2006	J		1,250,000 ⁽²⁾	A	\$0.00 ⁽³⁾	1,250,000	I	JSF Resources LTD, a limited partnership is owned by the Fredrick family. ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- JSF Resources LTD, is a limited partnership, which is owned as follows:49.95% owned by Mr. J. Stanley Fredrick, 49.95% owned by Ms. Judy Fredrick, wife of Mr. J. Stanley Fredrick, and 0.10% owned by Stanrick Advisors LLC. Stanrick Advisors LLC is owned by FSJ Secure Trust, which Mr. J. Stanley Fredrick is the sole trustee.
- On 12/27/06, Mr. J. Stanley Fredrick transferred 1,250,000 shares of his Mannatech stock to JSF Resources LTD for estate planning purposes.
- The stock will have a carryover basis since it is being transferred for estate planning purposes. The value of the shares will be the original purchase price of the shares, which was \$0.65 per share.

Remarks:

For estate planning purposes, Mr. J. Stanley Fredrick transferred 1,250,000 shares of his Mannatech stock to JSF Resources LTD, which is owned by Mr. J. Stanley Fredrick and his wife Judy Fredrick. The basis in the stock for valuation purposes is carried over from the basis Mr. Fredrick had when he purchased the shares in October 2001.

/s/ J. Stanley Fredrick 12/29/2006
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.