

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
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).

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

1. Name and Address of Reporting Person* <u>WIER PATRICIA A</u>			2. Issuer Name and Ticker or Trading Symbol <u>MANNATECH INC [ MTEX ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2010</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>600 S ROYAL LN #200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>COPPELL</u>	<u>TX</u>	<u>75019</u>						
(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 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			

**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	Title	Amount or Number of Shares				
Right to Purchase Common Stock	\$20.64	08/13/2010		D		2,000		(1)	04/06/2015	Common Stock, Par Value \$0.0001 per share	2,000	\$0 <sup>(5)</sup>	126,209	D	
Right to Purchase Common Stock	\$17.05	08/13/2010		D		2,141		(1)	07/14/2015	Common Stock, Par Value \$0.0001 per share	2,141	\$0 <sup>(6)</sup>	124,068	D	
Right to Purchase Common Stock	\$15.6	08/13/2010		D		8,000		(2)	02/19/2017	Common Stock, Par Value \$0.0001 per share	8,000	\$0 <sup>(7)</sup>	116,068	D	
Right to Purchase Common Stock	\$15.13	08/13/2010		D		8,000		(2)	06/13/2017	Common Stock, Par Value \$0.0001 per share	8,000	\$0 <sup>(8)</sup>	108,068	D	
Right to Purchase Common Stock	\$7.45	08/13/2010		D		25,000		(3)	11/05/2013	Common Stock, Par Value \$0.0001 per share	25,000	\$0 <sup>(9)</sup>	83,068	D	
Right to Purchase Common Stock	\$6.03	08/13/2010		D		3,300		(2)	06/18/2018	Common Stock, Par Value \$0.0001 per share	3,300	\$0 <sup>(10)</sup>	79,768	D	
Right to Purchase Common Stock	\$2.5	08/13/2010		D		10,000		(4)	11/19/2018	Common Stock, Par Value \$0.0001 per share	10,000	\$0 <sup>(11)</sup>	69,768	D	
Right to Purchase Common Stock	\$2.46	08/16/2010		A		29,627		(12)	08/15/2020	Common Stock, Par Value \$0.0001 per share	29,627	\$0	99,395	D	

Explanation of Responses:

1. The option provided for immediate vesting on July 15, 2005.
2. Options Vest 1/3 immediately, 1/3 on every year thereafter for 2 years.
3. The option provided for vesting in three equal annual installments beginning November 6, 2004.
4. The option provided for vesting in three equal annual installments beginning November 20, 2009.
5. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,000 shares of Mannatech common stock granted to the reporting person on April 7, 2005. In exchange, the reporting person received a replacement option, for 500 shares, having an exercise price of \$2.46 a share.
6. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 2,141 shares of Mannatech common stock granted to the reporting person on July 15, 2005. In exchange, the reporting person received a replacement option, for 640 shares, having an exercise price of \$2.46 a share.
7. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,000 shares of Mannatech common stock granted to the reporting person on February 20, 2007. In exchange, the reporting person received a replacement option, for 2,585 shares, having an exercise price of \$2.46 a share.
8. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,000 shares of Mannatech common stock granted to the reporting person on June 14, 2007. In exchange, the reporting person received a replacement option, for 2,649 shares, having an exercise price of \$2.46 a share.
9. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 25,000 shares of Mannatech common stock granted to the reporting person on November 6, 2003. In exchange, the reporting person received a replacement option, for 11,160 shares, having an exercise price of \$2.46 a share.
10. 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 \$2.46 a share.
11. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 10,000 shares of Mannatech common stock granted to the reporting person on November 20, 2008. In exchange, the reporting person received a replacement option, for 9,960 shares, having an exercise price of \$2.46 a share.
12. The option vests in three equal annual installments beginning August 16, 2011.

**Remarks:**

[/s/ Stephen D. Fenstermacher,](#)  
[Co-CEO and CFO, by Power of 08/17/2010](#)  
[Attorney](#)

\*\* 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.**