FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	OF CHANGES II	N BENEFICIAL	<b>OWNERSHIP</b>

OMB APPROVAL OMB Number: 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* FREDRICK J STANLEY			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 Vother (specify						
(Last) (First) (Middle) 600 S. ROYAL LANE, SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 06/25/2004										below)  Director/10% owner						
				4. If Ar	mend	ment,	Date of	f Original	Filed	(Month/Da	ay/Ye	ar)			Form	i filed by One	e Reporti	ng Pers	on
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date,		3. 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4			(A) o	or 5. Amount of Securities Beneficially Owned Following			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	<sub>riaa</sub>   Tra		Transaction(s) (Instr. 3 and 4)			(mou. 4)
stock par va	alue, \$0.0001 pe	r share	06/24/	2004	0	6/24/	2004	S		400		D	\$9	.91	3,4	86,352	Г		
stock par va	alue, \$0.0001 pe	r share	are 06/24/2004		06/24/2004		S		2,250	)	D	\$9.9		3,486,352		Г			
Common stock par value, \$0.0001 per share 06/2		06/24/	/2004 06/3		)6/24/2004		S		900		D	\$9.92		3,486,352		Г			
Common stock par value, \$0.0001 per share 06		06/24/	1/2004		06/24/2004		S		1,250	)	D	\$9.89		3,486,352		D			
Common stock par value, \$0.0001 per share 06/24		06/24/	2004 06/24/2004		S		1,700	)	D	\$9.87		3,486,352		D					
stock par va	alue, \$0.0001 pe	r share	06/24/	2004	0	6/24/	2004	S		1,000	)	D	\$9	.86	3,4	86,352	D		
stock par va	alue, \$0.0001 pe	r share	06/24/	2004	0	6/24/	2004	S		2,100	)	D	\$9	.88	3,4	86,352	Г		
stock par va	alue, \$0.0001 pe	r share	06/24/	2004	0	6/24/	2004	S		400		D	\$9.	.85	3,4	86,352	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any	ed 4 Date, T	4. Transactio Code (Insti		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Ex Expiration (Month/Da	Date Exercisable and xpiration Date from the following the		And 7. Title and Amount of Securities Underlying Derivative Security (Instrand 4)  Amount of Amount of Amount of Mumbin of Mumbin of Amount of Amount of Mumbin of Amount of Amo		str. 3	8. Pri Deriv Secu	ative rity	derivative Securities Beneficially Owned Following Reported	Owr Forr Dire or Ir (I) (I	n: ct (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Fir OYAL LAN (State of Security (Instate of Securi	(First) (OYAL LANE, SUITE 200  LL TX (State) (Table Security (Instr. 3)  Stock par value, \$0.0001 pe stock par val	(First) (Middle) OYAL LANE, SUITE 200  LL TX 75019  (State) (Zip)  Table I - Nor Security (Instr. 3)  stock par value, \$0.0001 per share	(First) (Middle) OYAL LANE, SUITE 200  L TX 75019  (State) (Zip)  Table I - Non-Deriva Security (Instr. 3)  Stock par value, \$0.0001 per share 06/24/	(First) (Middle) OYAL LANE, SUITE 200  Table I - Non-Derivative Security (Instr. 3)  Security (Instr. 3)  Stock par value, \$0.0001 per share   06/24/2004   Stock par value, \$0.0001 per share   06/	(First) (Middle) OYAL LANE, SUITE 200  Table I - Non-Derivative Security (Instr. 3)  Stock par value, \$0.0001 per share   06/24/2004   00   Stock par value, \$0.0001 per share	CFIRST   (Middle)   3. Date of Earlies   06/25/2004   4. If Amendment,	MANNATECH   MANNATECH   MANNATECH   STANLEY   MANNATECH   MANNAT	MANNATECH INC   Mannate	MANNATECH INC   MTE   (First)	(First) (Middle) OYAL LANE, SUITE 200  Table I - Non-Derivative Securities Acquired, Disposed of Code (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Code (Month/Day/Year)  (Month/Day/Year)  Security (Instr. 3)  Z. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  S 2,256  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 2,256  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 2,256  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 1,706  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 1,706  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 1,706  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 2,106  Stock par value, \$0.0001 per share  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  O6/24/2004  S 2,106  Stock par value, \$0.0001 per share  O6/24/2004  O6	MANNATECH INC   MTEX	CFirst   (Middle   OYAL LANE, SUITE 200	MANNATECHINC   MTEX	Check   Chec	Annior   Check, all app   Direct	ANNATECH INC   MTEX	A. If Amendment, Date of Original Filed (Month/Day/Year)   College   Colle	ANNATECH INC   MTEX

Explanation of Responses:

/s/ J. Stanley Fredrick

06/25/2004

\*\* Signature of Reporting Person

Date

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

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).