

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* FENSTERMACHER STEPHEN D _____ (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 <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Co-CEO/CFO		
			3. Date of Earliest Transaction (Month/Day/Year) 08/13/2010					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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					

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	\$7.31	08/13/2010		D		6,000		(1)	09/05/2017	Common Stock, Par Value \$0.0001 per share	6,000	\$0 ⁽⁸⁾	266,000	D	
Right to Purchase Common Stock	\$6.39	08/13/2010		D		6,000		(2)	02/21/2018	Common Stock, Par Value \$0.0001 per share	6,000	\$0 ⁽⁹⁾	260,000	D	
Right to Purchase Common Stock	\$3.53	08/13/2010		D		75,000		(3)	02/17/2019	Common Stock, Par Value \$0.0001 per share	75,000	\$0 ⁽¹⁰⁾	185,000	D	
Right to Purchase Common Stock	\$3.1	08/13/2010		D		75,000		(4)	12/21/2019	Common Stock, Par Value \$0.0001 per share	75,000	\$0 ⁽¹¹⁾	110,000	D	
Right to Purchase Common Stock	\$2.69	08/13/2010		D		50,000		(5)	10/31/2011	Common Stock, Par Value \$0.0001 per share	50,000	\$0 ⁽¹²⁾	60,000	D	
Right to Purchase Common Stock	\$2.63	08/13/2010		D		50,000		(6)	08/22/2010	Common Stock, Par Value \$0.0001 per share	50,000	\$0 ⁽¹³⁾	10,000	D	
Right to Purchase Common Stock	\$2.5	08/13/2010		D		10,000		(7)	11/19/2018	Common Stock, Par Value \$0.0001 per share	10,000	\$0 ⁽¹⁴⁾	0	D	
Right to Purchase Common Stock	\$2.46	08/16/2010		A		191,816		(15)	08/15/2020	Common Stock, Par Value \$0.0001 per share	191,816	\$0	191,816	D	

Explanation of Responses:

- The option provided for vesting in three equal annual installments beginning September 6, 2008.
- The option provided for vesting in three equal annual installments beginning February 22, 2009.

3. The option provided for vesting in three equal annual installments beginning February 18, 2010.
4. Options Vest 1/3 immediately, 1/3 on December 22, 2010, and 1/3 December 22, 2011.
5. The option provided for vesting in three equal annual installments beginning November 1, 2002.
6. The option provided for vesting in three equal annual installments beginning August 23, 2001.
7. The option provided for vesting in three equal annual installments beginning November 20, 2009.
8. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 6,000 shares of Mannatech common stock granted to the reporting person on September 6, 2007. In exchange, the reporting person received a replacement option, for 3,440 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 6,000 shares of Mannatech common stock granted to the reporting person on February 22, 2008. In exchange, the reporting person received a replacement option, for 3,745 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 75,000 shares of Mannatech common stock granted to the reporting person on February 18, 2009. In exchange, the reporting person received a replacement option, for 64,432 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 75,000 shares of Mannatech common stock granted to the reporting person on December 22, 2009. In exchange, the reporting person received a replacement option, for 68,306 shares, having an exercise price of \$2.46 a share.
12. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 50,000 shares of Mannatech common stock granted to the reporting person on November 1, 2001. In exchange, the reporting person received a replacement option, for 23,752 shares, having an exercise price of \$2.46 a share.
13. On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 50,000 shares of Mannatech common stock granted to the reporting person on August 23, 2000. In exchange, the reporting person received a replacement option, for 18,181 shares, having an exercise price of \$2.46 a share.
14. 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.
15. The option vests in three equal annual installments beginning August 16, 2011.

Remarks:

Stephen D. Fenstermacher, Co- 08/17/2010
CEO and CFO

** 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.

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