

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>TOTH ROBERT</u> (Last) (First) (Middle) <u>600 S ROYAL LN #200</u> (Street) <u>COPPELL TX 75019</u> (City) (State) (Zip)			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)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2010</u>					
			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	\$7.46	08/13/2010		D		25,000		(1)	03/23/2018	Common Stock, Par Value \$0.0001 per share	25,000	\$0 ⁽³⁾	10,000	D	
Right to Purchase Common Stock	\$2.5	08/13/2010		D		10,000		(2)	11/19/2018	Common Stock, Par Value \$0.0001 per share	10,000	\$0 ⁽⁴⁾	0	D	
Right to Purchase Common Stock	\$2.46	08/16/2010		A		24,108		(5)	08/15/2020	Common Stock, Par Value \$0.0001 per share	24,108	\$0	24,108	D	

Explanation of Responses:

- Options Vest 1/3 immediately, 1/3 on every year thereafter for 2 years.
- The option provided for vesting in three equal annual installments beginning November 20, 2009.
- 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 March 24, 2008. In exchange, the reporting person received a replacement option, for 14,148 shares, having an exercise price of \$2.46 a share.
- 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.
- 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.