

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>SINNOTT ROBERT 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Co-CEO/CFO		
(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
Right to Purchase Common Stock	\$14.99	08/13/2010		D		5,000		(1)	11/16/2016	Common Stock, Par Value \$0.0001 per share	5,000	\$0 ⁽⁴⁾	122,000	D	
Right to Purchase Common Stock	\$12.44	08/13/2010		D		25,000		(2)	08/30/2015	Common Stock, Par Value \$0.0001 per share	25,000	\$0 ⁽⁵⁾	97,000	D	
Right to Purchase Common Stock	\$7.31	08/13/2010		D		6,000		(3)	09/05/2017	Common Stock, Par Value \$0.0001 per share	6,000	\$0 ⁽⁶⁾	91,000	D	
Right to Purchase Common Stock	\$2.46	08/16/2010		A		14,871		(7)	08/15/2020	Common Stock, Par Value \$0.0001 per share	14,871	\$0	105,871	D	

Explanation of Responses:

- The option provided for vesting in three equal annual installments beginning November 17, 2007.
- The option provided for vesting in three equal annual installments beginning August 31, 2006.
- The option provided for vesting in three equal annual installments beginning September 6, 2008.
- On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 5,000 shares of Mannatech common stock granted to the reporting person on November 17, 2006. In exchange, the reporting person received a replacement option, for 1,673 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 25,000 shares of Mannatech common stock granted to the reporting person on August 31, 2005. In exchange, the reporting person received a replacement option, for 9,758 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 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.
- 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.

