

KENNEDY ALAN D  
Form 4  
August 17, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KENNEDY ALAN D

2. Issuer Name and Ticker or Trading Symbol  
MANNATECH INC [MTEX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 S ROYAL LN #200  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/13/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

COPPELL, TX 75019  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474  
(9-02)

**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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Right to Purchase Common Stock	\$ 20.64	08/13/2010	D	2,000	<u>(1)</u>	04/06/2015	Common Stock, Par Value \$0.0001 per share	2,000
Right to Purchase Common Stock	\$ 17.05	08/13/2010	D	8,026	<u>(2)</u>	07/14/2015	Common Stock, Par Value \$0.0001 per share	8,026
Right to Purchase Common Stock	\$ 17.05	08/13/2010	D	2,141	<u>(1)</u>	07/14/2015	Common Stock, Par Value \$0.0001 per share	2,141
Right to Purchase Common Stock	\$ 15.6	08/13/2010	D	8,000	<u>(2)</u>	02/19/2017	Common Stock, Par Value \$0.0001 per share	8,000
Right to Purchase Common Stock	\$ 6.03	08/13/2010	D	28,300	<u>(2)</u>	06/18/2018	Common Stock, Par Value \$0.0001 per share	28,300
Right to Purchase Common Stock	\$ 2.46	08/16/2010	A	24,417	<u>(8)</u>	08/15/2020	Common Stock, Par Value \$0.0001 per share	24,417

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY ALAN D 600 S ROYAL LN #200 COPPELL, TX 75019	X			

## Signatures

/s/ Stephen D. Fenstermacher, Co-CEO and CFO, by Power of Attorney

08/17/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(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) 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.

(4) On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 8,026 shares of Mannatech common stock granted to the reporting person on July 15, 2005. In exchange, the reporting person received a replacement option, for 2,399 shares, having an exercise price of \$2.46 a share.

(5) 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.

(6) 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.

(7) On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 28,300 shares of Mannatech common stock granted to the reporting person on June 19, 2008. In exchange, the reporting person received a replacement option, for 18,293 shares, having an exercise price of \$2.46 a share.

(8) The option vests in three equal annual installments beginning August 16, 2011.

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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