

MANNATECH INC  
 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 \*  
**JOBE LARRY A**

(Last) (First) (Middle)  
 600 S ROYAL LN #200  
 (Street)  
 COPPELL, TX 75019  
 (City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial 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			Code	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Right to Purchase Common Stock	\$ 15.6	08/13/2010	D		4,000	<u>(1)</u>	02/19/2017	Common Stock, Par Value \$0.0001 per share	4,000
Right to Purchase Common Stock	\$ 12.23	08/13/2010	D		25,000	<u>(1)</u>	01/03/2016	Common Stock, Par Value \$0.0001 per share	25,000
Right to Purchase Common Stock	\$ 11.21	08/13/2010	D		1,858	<u>(1)</u>	06/11/2016	Common Stock, Par Value \$0.0001 per share	1,858
Right to Purchase Common Stock	\$ 6.03	08/13/2010	D		3,300	<u>(1)</u>	06/18/2018	Common Stock, Par Value \$0.0001 per share	3,300
Right to Purchase Common Stock	\$ 2.46	08/16/2010	A		14,100	<u>(6)</u>	08/15/2020	Common Stock, Par Value \$0.0001 per share	14,100

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOBE LARRY A 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) Options Vest 1/3 immediately, 1/3 on every year thereafter for 2 years.

On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 4,000 shares of Mannatech common stock granted to the reporting person on February 20, 2007. In exchange, the reporting person received a replacement option, for 1,292 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 January 4, 2006. In exchange, the reporting person received a replacement option, for 9,889 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 1,858 shares of Mannatech common stock granted to the reporting person on June 12, 2006. In exchange, the reporting person received a replacement option, for 786 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 3,300 shares of Mannatech common stock granted to the reporting person on June 19, 2008. In exchange, the reporting person received a replacement option, for 2,133 shares, having an exercise price of \$2.46 a share.

(6) 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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