

BOURGOYNE JEFFREY P
Form 4/A
December 02, 2005

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 *
BOURGOYNE JEFFREY P

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 LANE, SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP Supply Chain/Assoc Care

COPPELL, TX 75019

4. If Amendment, Date Original Filed(Month/Day/Year)
11/22/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common stock, par value \$0.0001 per share	11/17/2005 ⁽¹⁾	<u>(1)</u>	J ⁽¹⁾		5,000	\$ 0 ⁽¹⁾	D
Common stock, par value \$0.0001 per share	11/18/2005 ⁽¹⁾	<u>(1)</u>	J ⁽¹⁾		10,833	\$ 0 ⁽¹⁾	D
Common stock, par	11/21/2005 ⁽¹⁾	<u>(1)</u>	J ⁽¹⁾		17,500	\$ 0 ⁽¹⁾	D

value
\$0.0001
per share

Common
stock, par
value
\$0.0001
per share

12/01/2005⁽¹⁾ 12/01/2005 S⁽¹⁾ 15,000 D
(1) \$ 12.95 27,797 ⁽¹⁾ D

Common
stock, par
value
\$0.0001
per share

12/01/2005⁽¹⁾ 12/01/2005 S⁽¹⁾ 18,333 D
(1) \$ 12.77 27,797 ⁽¹⁾ D

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

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 control number.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOURGOYNE JEFFREY P 600 S. ROYAL LANE, SUITE 200 COPPELL, TX 75019			Sr. VP Supply Chain/Assoc Care	

Signatures

/s/ Jeffrey P.
Bourgoyne

12/02/2005

__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).

The original Form 4 for Mr. Bourgoyne was filed on 11/22/05 to report 3 sales of his Mannatech stock totaling 33,333 shares that did not
(1) in fact occur due to broker processing complications The broker reinitiated the sale of such 33,333 shares, which was consummated on
12/1/2005.

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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