SINNOTT ROBERT A
Form 4
August 17, 2010

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SINNOTT ROBERT 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
__X__ Officer (give title below) _____ Other (specify below)
Co-CEO/CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securiti (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| 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 | 5,00 |
| 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 | 25,0 |
| 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 | 6,00 |
| 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 | 14,8 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| SINNOTT ROBERT A<br>600 S ROYAL LN #200<br>COPPELL, TX 75019 | | | Co-CEO/CFO | |

# 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 vesting in three equal annual installments beginning November 17, 2007.

**(2)** The option provided for vesting in three equal annual installments beginning August 31, 2006.

**(3)** The option provided for vesting in three equal annual installments beginning September 6, 2008.

**(4)** 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.

**(5)** 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.

**(6)** 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.

**(7)** 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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