

Clark Natalie Lynne
 Form 4
 August 17, 2010

FORM 4

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

OMB APPROVAL

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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 *

Clark Natalie Lynne

(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)

Sr VP North American Sales

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------|------------------------------|------------------|------------|---|--------|------------------|-----------------|--|----------------------------|
| | | | | Code | V | | | | |
| Right to Purchase Common Stock | \$ 14.99 | 08/13/2010 | D | | 12,000 | <u>(1)</u> | 11/16/2016 | Common Stock, Par Value \$0.0001 per share | 12,000 |
| Right to Purchase Common Stock | \$ 7.31 | 08/13/2010 | D | | 3,000 | <u>(2)</u> | 09/05/2017 | Common Stock, Par Value \$0.0001 per share | 3,000 |
| Right to Purchase Common Stock | \$ 2.63 | 08/13/2010 | D | | 4,000 | <u>(3)</u> | 08/22/2010 | Common Stock, Par Value \$0.0001 per share | 4,000 |
| Right to Purchase Common Stock | \$ 2.46 | 08/16/2010 | A | | 7,190 | <u>(7)</u> | 08/15/2020 | Common Stock, Par Value \$0.0001 per share | 7,190 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Natalie Lynne 600 S ROYAL LN #200 COPPELL, TX 75019 | | | Sr VP North American Sales | |

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 September 6, 2008.

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- (3) The option provided for vesting in three equal annual installments beginning August 23, 2001.

On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 12,000 shares of Mannatech common stock granted to the reporting person on November 17, 2006. In exchange, the reporting person received a replacement option, for 4,016 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 3,000 shares of Mannatech common stock granted to the reporting person on September 6, 2007. In exchange, the reporting person received a replacement option, for 1,720 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 4,000 shares of Mannatech common stock granted to the reporting person on August 23, 2000. In exchange, the reporting person received a replacement option, for 1,454 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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