

GILBERT GERALD E
Form 4
August 17, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
GILBERT GERALD E

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 #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 | 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 | \$ 11.21 | 08/13/2010 | D | 11,150 | <u>(2)</u> | 06/11/2016 | Common Stock, Par Value \$0.0001 per share | 11,150 |
| Right to Purchase Common Stock | \$ 6.03 | 08/13/2010 | D | 3,300 | <u>(2)</u> | 06/18/2018 | Common Stock, Par Value \$0.0001 per share | 3,300 |
| Right to Purchase Common Stock | \$ 3.49 | 08/13/2010 | D | 16,667 | <u>(3)</u> | 06/01/2013 | Common Stock, Par Value \$0.0001 per share | 16,667 |
| Right to Purchase Common Stock | \$ 2.46 | 08/16/2010 | A | 23,158 | <u>(10)</u> | 08/15/2020 | Common Stock, Par Value \$0.0001 per share | 23,158 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

GILBERT GERALD E
600 S. ROYAL LANE #200 X
COPPELL, TX 75019

Signatures

/s/ Stephen D. Fenstermacher, Co-CEO & 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) The option provided for vesting in three equal annual installments beginning June 02, 2004.
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.
- (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 11,150 shares of Mannatech common stock granted to the reporting person on June 12, 2006. In exchange, the reporting person received a replacement option, for 4,722 shares, having an exercise price of \$2.46 a share.
- (8) 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.
- (9) On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 16,667 shares of Mannatech common stock granted to the reporting person on June 2, 2003. In exchange, the reporting person received a replacement option, for 12,578 shares, having an exercise price of \$2.46 a share.
- (10) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.