

BOURGOYNE JEFFREY P  
Form 4/A  
December 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 <sup>(1)</sup>            | <u>(1)</u>   | J <sup>(1)</sup>               |   | 5,000   | \$ 0 <sup>(1)</sup>                                      | D  |
| Common stock, par value \$0.0001 per share | 11/18/2005 <sup>(1)</sup>            | <u>(1)</u>   | J <sup>(1)</sup>               |   | 10,833  | \$ 0 <sup>(1)</sup>                                      | D  |
| Common stock, par                          | 11/21/2005 <sup>(1)</sup>            | <u>(1)</u>   | J <sup>(1)</sup>               |   | 17,500  | \$ 0 <sup>(1)</sup>                                      | D  |

value  
\$0.0001  
per share

Common  
stock, par  
value  
\$0.0001  
per share

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

Common  
stock, par  
value  
\$0.0001  
per share

12/01/2005<sup>(1)</sup> 12/01/2005 S<sup>(1)</sup> 18,333 D  
(1) \$ 12.77 27,797 <sup>(1)</sup> 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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(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 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. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>600 S. ROYAL LANE, SUITE 200<br>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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