Clark Natalie Lynne Form 3 March 01, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement MANNATECH INC [MTEX] A Clark Natalie Lynne (Month/Day/Year) 02/24/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 600 S. ROYAL LANE, SUITE (Check all applicable) 200 (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Sr.VP, North America Person COPPELL, TXÂ 75019 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock, Par Value \$0.0001 per share 250 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

(Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Right to Purchase Common Stock	(1)	08/22/2010	Common Stock, Par Value \$0.0001 per share	4,000	\$ 2.63	D	Â
Right to Purchase Common Stock	(1)	11/16/2016	Common Stock, Par Value \$0.0001 per share	12,000	\$ 14.99	D	Â
Right to Purchase Common Stock	(2)	09/05/2017	Common Stock, Par Value \$0.0001 per share	3,000	\$ 7.31	D	Â
Right to Purchase Common Stock	(3)	11/19/2018	Common Stock, Par Value \$0.0001 per share	1,000	\$ 2.5	D	Â
Right to Purchase Common Stock	(4)	02/23/2020	Common Stock, Par Value \$0.0001 per share	5,000	\$ 3.56	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Clark Natalie Lynne 600 S. ROYAL LANE SUITE 200 COPPELL Â TXÂ 75019	Â	Â	Sr.VP, North America	Â	

Signatures

/s/ Stephen D. Fenstermacher, Co-CEO and CFO, by Power of Attorney

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Reporting Owners 2

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- (1) Fully vested
- (2) Two-thirds of the stock options are vested, another one-third of the stock options will vest on September 6, 2010.
- (3) One-third of the stock options are vested, another one-third of the stock options will vest on November 20, 2010, and the remaining one-third of the stock options will vest on November 20, 2011.
- (4) One-third of the stock options are vested, another one-third of the stock options will vest on February 24, 2011, and the remaining one-third of the stock options will vest on February 24, 2012.

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.