

FREDRICK J STANLEY  
 Form 4  
 October 15, 2004

**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 \*  
**FREDRICK J STANLEY**

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)  
**10/15/2004**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Director/10% owner

**COPPELL, TX 75019**

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S		1,000	D	\$ 18.45
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S		1,000	D	\$ 18.253
Common stock,	10/14/2004	10/14/2004	S		3,547	D	\$ 18.25

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\$0.0001 par value per share								
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,200	D	\$ 18.28	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	300	D	\$ 18.26	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	700	D	\$ 18.24	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	10,991	D	\$ 18.1	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,500	D	\$ 18.11	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	3,500	D	\$ 18.15	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,300	D	\$ 18.04	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	2,200	D	\$ 18.01	3,416,052	D
Common stock, \$0.0001	10/14/2004	10/14/2004	S	14,362	D	\$ 18	3,416,052	D

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par value per share								
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	4,200	D	\$ 18.03	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	2,500	D	\$ 18.05	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	300	D	\$ 18.06	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,502	D	\$ 1,791	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,998	D	\$ 17.9	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,200	D	\$ 17.85	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	2,000	D	\$ 17.94	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,000	D	\$ 17.99	3,416,052	D
Common stock, \$0.0001 par value	10/14/2004	10/14/2004	S	2,000	D	\$ 18.09	3,416,052	D

per share

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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**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 Following Reported Transaction (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
FREDRICK J STANLEY 600 S. ROYAL LANE, SUITE 200 COPPELL, TX 75019				Director/10% owner

## Signatures

/s/ J. Stanley  
Fredrick

10/15/2004

\*\*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).

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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