

Spinell Gary Michael
 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 Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Spinell Gary Michael | | (Month/Day/Year) | MANNATECH INC [MTEX] | |
| (Last) | (First) | (Middle) | 02/24/2010 | |
| 600 S. ROYAL LANE,Â SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| COPPELL,Â TXÂ 75019 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Sr.VP, Finance & Administratio | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, Par Value \$0.0001 per share | 1,000 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------|------------------|-----------------|---|----------------------------|
| Right to Purchase Common Stock | Â (1) | 06/11/2016 | Common Stock, Par Value \$0.0001 per share 20,000 \$ 11.21 | D Â |
| Right to Purchase Common Stock | Â (2) | 09/05/2017 | Common Stock, Par Value \$0.0001 per share 3,000 \$ 7.31 | D Â |
| Right to Purchase Common Stock | Â (3) | 11/19/2018 | Common Stock, Par Value \$0.0001 per share 1,000 \$ 2.5 | D Â |
| Right to Purchase Common Stock | Â (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 |
| Spinell Gary Michael 600 S. ROYAL LANE SUITE 200 COPPELL, TX 75019 | Â | Â | Â Sr.VP, Finance & Administratio | Â |

Signatures

/s/ Stephen D. Fenstermacher, Co-CEO and CFO, by Power of Attorney 03/01/2010

__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).
- (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)

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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.