#### Edgar Filing: TOTH ROBERT - Form 4

TOTH ROBE Form 4	ERT								
August 17, 20	010								
FORM	4		an an						PPROVAL
		<b>CURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549					3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation	Section	NGES IN SECUI 16(a) of th	Estimated burden hou response	urs per					
may contin <i>See</i> Instruct 1(b).	nue. Section 170			•	•	mpany Act ny Act of 1	of 1935 or Secti 1940	on	
(Print or Type Ro	esponses)								
1. Name and Address of Reporting Person <u>*</u> TOTH ROBERT			2. Issuer Name <b>and</b> Ticker or Trading Symbol MANNATECH INC [MTEX]			5. Relationship of Reporting Person(s) to Issuer			
(Least)	(Che					ek all applicable)			
(Last) (First) (Middle) 600 S ROYAL LN #200			3. Date of Earliest Transaction (Month/Day/Year) 08/13/2010			X_ Director 10% Owner Officer (give title Other (specify below) below)			
	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
COPPELL, T	TX 75019						Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or l of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)
Reminder: Repo	ort on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.		
	in a separate fills				Perse infor requi	ons who res mation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		

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	Derivative Security			(D) (Instr. 3, 4, and 5)						
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Right to Purchase Common Stock	\$ 7.46	08/13/2010	D		25,000	<u>(1)</u>	03/23/2018	Common Stock, Par Value \$0.0001 per share	25,0	
Right to Purchase Common Stock	\$ 2.5	08/13/2010	D		10,000	<u>(2)</u>	11/19/2018	Common Stock, Par Value \$0.0001 per share	10,0	
Right to Purchase Common Stock	\$ 2.46	08/16/2010	A	24,108		(5)	08/15/2020	Common Stock, Par Value \$0.0001 per share	24,1	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
TOTH ROBERT 600 S ROYAL LN #200 COPPELL, TX 75019	Х						
Signatures							

### Signatures

/s/ Stephen D. Fenstermacher, Co-CEO and CFO, by Power of 08/17/2010 Attorney \*\*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) Options Vest 1/3 immediately, 1/3 on every year thereafter for 2 years.
- (2) The option provided for vesting in three equal annual installments beginning November 20, 2009.

On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 25,000 shares of Mannatech (3) common stock granted to the reporting person on March 24, 2008. In exchange, the reporting person received a replacement option, for 14,148 shares, having an exercise price of \$2.46 a share.

On August 16, 2010, the issuer canceled, pursuant to the issuer's option exchange program, an option for 10,000 shares of Mannatech (4) common stock granted to the reporting person on November 20, 2008. In exchange, the reporting person received a replacement option, for 9,960 shares, having an exercise price of \$2.46 a share.

(5) The option vests in three equal annual installments beginning August 16, 2011.

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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.