

Bancino Randy Scott
Form 3/A
March 06, 2009

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 *
 ^ Bancino Randy Scott
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/02/2009

3. Issuer Name **and** Ticker or Trading Symbol
 MANNATECH INC [MTEX]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer ___ Other
 (give title below) (specify below)
 Sr.VP-Global Business Operatio

5. If Amendment, Date Original Filed(Month/Day/Year)
 03/04/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

600 S. ROYAL LANE,^ SUITE 200
 (Street)

COPPELL,^ TX^ 75019
 (City) (State) (Zip)

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)

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)
 Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)
 Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
 Direct (D)
 or Indirect (I)

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

(Instr. 5)

Right to Purchase Common Stock	Â <u>(1)</u>	11/19/2018	Common Stock, Par Value \$0.0001 per share	10,000	\$ 2.5	D	Â
Right to Purchase Common Shares	Â <u>(1)</u>	03/01/2019	Common Stock, Par Value \$0.0001 per share	30,000	\$ 2.79	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bancino Randy Scott 600 S. ROYAL LANE SUITE 200 COPPELL, TX 75019	Â	Â	Â Sr.VP-Global Business Operatio	Â

Signatures

Stephen D. Fenstermacher, CFO, by Power of Attorney

03/06/2009

**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) The stock options will vest 1/3 shares on each anniversary of the grant over the next three years

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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