

VENNUM EILEEN
Form 4
November 16, 2004

FORM 4

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

OMB APPROVAL

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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 *
VENNUM EILEEN

(Last) (First) (Middle)
600 S. ROYAL LANE, SUITE 200

(Street)
COPPELL, TX 75019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MANNATECH INC [MTEX]
3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2004
4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President
6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common stock, par value \$0.0001 per share | 11/12/2004 | 11/12/2004 | S/K | | 20,000 | D | \$ 21.5442 |
| Common stock, par value \$0.0001 per share | 11/12/2004 | 11/12/2004 | S/K | | 21,000 | D | \$ 21.2855 |
| Common stock, par value \$0.0001 per share | 11/12/2004 | 11/12/2004 | S/K | | 20,000 | D | \$ 21.2086 |

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value
\$0.0001
per share

Common
stock, par
value
\$0.0001
per share

| | | | | | | | | |
|------------|------------|-----|--------|---|----|---------|---|---|
| 11/12/2004 | 11/12/2004 | S/K | 20,000 | D | \$ | 21.0071 | 0 | D |
|------------|------------|-----|--------|---|----|---------|---|---|

Common
stock, par
value
\$0.0001
per share

| | | | | | | | | |
|------------|------------|-----|-------|---|----|------|---|---|
| 11/12/2004 | 11/12/2004 | S/K | 2,300 | D | \$ | 21.3 | 0 | D |
|------------|------------|-----|-------|---|----|------|---|---|

Common
stock, par
value
\$0.0001
per share

| | | | | | | | | |
|------------|------------|-----|-------|---|----|-------|---|---|
| 11/12/2004 | 11/12/2004 | S/K | 1,500 | D | \$ | 21.34 | 0 | D |
|------------|------------|-----|-------|---|----|-------|---|---|

Common
stock, par
value
\$0.0001
per share

| | | | | | | | | |
|------------|------------|-----|-----|---|----|-------|---|---|
| 11/12/2004 | 11/12/2004 | S/K | 100 | D | \$ | 21.33 | 0 | D |
|------------|------------|-----|-----|---|----|-------|---|---|

Common
stock, par
value
\$0.0001
per share

| | | | | | | | | |
|------------|------------|-----|-----|---|----|-------|---|---|
| 11/12/2004 | 11/12/2004 | S/K | 600 | D | \$ | 21.31 | 0 | D |
|------------|------------|-----|-----|---|----|-------|---|---|

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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(9-02)

**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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | of Shares | |
|------------------------------------|------|------------|------------|-----|--------|------------|------------|--|---|
| Right to buy common stock | \$ 8 | 11/16/2004 | 11/16/2004 | X/K | 85,500 | 11/01/2000 | 10/31/2009 | Common stock, par value \$0.0001 per share | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VENNUM EILEEN 600 S. ROYAL LANE, SUITE 200 COPPELL, TX 75019 | | | Senior Vice President | |

Signatures

/s/ Eileen
Vennum 11/16/2004

__Signature of Date
Reporting Person

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.

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.