

FREDRICK J STANLEY
 Form 4
 October 15, 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 *
FREDRICK J STANLEY

 (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)
10/15/2004

 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) ___X___ Other (specify below)
 Director/10% owner

 6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,000	D \$ 18.45	3,416,052	D
Common stock, \$0.0001 par value per share	10/14/2004	10/14/2004	S	1,000	D \$ 18.253	3,416,052	D
Common stock,	10/14/2004	10/14/2004	S	3,547	D \$ 18.25	3,416,052	D

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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 10/14/2004 10/14/2004 S 4,200 D \$ 18.03 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 2,500 D \$ 18.05 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 300 D \$ 18.06 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 1,502 D \$ 1,791 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 1,998 D \$ 17.9 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 1,200 D \$ 17.85 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 2,000 D \$ 17.94 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 1,000 D \$ 17.99 3,416,052 D

par value
per share

Common
stock,

\$0.0001 10/14/2004 10/14/2004 S 2,000 D \$ 18.09 3,416,052 D

par value

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 Owned Beneficially (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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