

VENNUM EILEEN
Form 4
November 16, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.0001 per share	11/12/2004	11/12/2004	S/K	20,000 D	\$ 21.5442 0	D	
Common stock, par value \$0.0001 per share	11/12/2004	11/12/2004	S/K	21,000 D	\$ 21.2855 0	D	
Common stock, par	11/12/2004	11/12/2004	S/K	20,000 D	\$ 21.2086 0	D	

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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
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Common
stock, par
value
\$0.0001
per share

11/12/2004	11/12/2004	S/K	2,300	D	\$ 21.3	0	D
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Common
stock, par
value
\$0.0001
per share

11/12/2004	11/12/2004	S/K	1,500	D	\$ 21.34	0	D
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Common
stock, par
value
\$0.0001
per share

11/12/2004	11/12/2004	S/K	100	D	\$ 21.33	0	D
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Common
stock, par
value
\$0.0001
per share

11/12/2004	11/12/2004	S/K	600	D	\$ 21.31	0	D
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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)		
				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
Venum 11/16/2004

__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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