

FREDRICK J STANLEY
Form 4
December 29, 2006

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2006

____ Director
____ Officer (give title below) Other (specify below)
Director/10% owner

COPPELL, TX 75019

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

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 | 12/27/2006 | 12/27/2006 | J | (A) 1,250,000 (2) D \$ 0 (3) | 1,900,000 | D | |
| Common sock, par value \$0.0001 per share | 12/27/2006 | 12/27/2006 | J | (A) 1,250,000 (2) A \$ 0 (3) | 1,250,000 | I | JSF Resources LTD, a limited partnership is owned by the Fredrick |

family. ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 12/29/2006

**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) JSF Resources LTD, is a limited partnership, which is owned as follows:49.95% owned by Mr. J. Stanley Fredrick, 49.95% owned by Ms. Judy Fredrick, wife of Mr. J. Stanley Fredrick, and 0.10% owned by Stanrick Advisors LLC. Stanrick Advisors LLC is owned by FSJ Secure Trust, which Mr. J. Stanley Fredrick is the sole trustee.
- (2) On 12/27/06, Mr. J. Stanley Fredrick transferred 1,250,000 shares of his Mannatech stock to JSF Resources LTD for estate planning purposes.

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- (3) The stock will have a carryover basis since it is being transferred for estate planning purposes. The value of the shares will be the original purchase price of the shares, which was \$0.65 per share.

Remarks:

For estate planning purposes, Mr. J. Stanley Fredrick transferred 1,250,000 shares of his Mannatech stock to JSF Resources L7

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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