

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person  
 McAnalley, Ph.D., Bill H.  
 600 S. Royal Lane, Suite 200  
 Coppell, Texas 75019  
 USA
2. Issuer Name and Ticker or Trading Symbol  
 Mannatech, Incorporated  
 MTEX
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 01/07/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Chief Scientific Officer and Senior Vice President of Research and  
 Development
7. 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	2. Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month Price	6. Director or Indirect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock, par value \$0.0001 per share	12/12/2001	K(1)	27,701	\$3.61	D	
Common Stock, par value \$0.0001 per share	12/17/2001	G(2)	20,000	\$3.50	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Code	4. Number of Derivative Securities Acquired (A) or Disposed of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Director or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Exercised stock options	\$1.35	X (1)	74,074	74,074	05/14/98 - 05/13/2007	Common Stock, par value \$0.0001 per share	\$1.35	615,262	D	

Explanation of Responses:  
 (1) Dr. McAnalley surrendered 27,701 of his shares previously owned, valued at \$3.61 per share, to the Company in order to exercise 74,074 of his stock options.

(2) Gifted 5,000 shares each to four different individuals.

SIGNATURE OF REPORTING PERSON

/s/ Mr. Bill H. McAnalley

DATE

01/08/2002