

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
 Varner, Deanne
 4100 St. John's Drive
 Dallas, TX 75205
 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
 06/04/2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner () Officer (give title below) (X) Other
 (specify below)
 Former Officer - General Counsel who resigned 5/10/01
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. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Director (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
----------------------	---------------------	---------------------	---	--	---------------------------------	--

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date	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 (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
Stock Option (Right to buy)	\$1.75	05/10/2001	A	42,500	05/10/2001	Common Stock, par value \$0.0001 per share	\$1.75	74,074	D	
Stock Option (Right to buy)	\$2.00	05/10/2001	A	37,500	05/10/2001	Common Stock, par value \$0.0001 per share	\$2.00		D	
Stock Option (Right to buy)	\$2.25	05/10/2001	A	33,333	05/10/2001	Common Stock, par value \$0.0001 per share	\$2.25		D	
Stock Option (Right to buy)	\$4.00	05/10/2001	A	50,000	05/10/2001	Common Stock, par value \$0.0001 per share	\$4.00		D	

Explanation of Responses:
 SIGNATURE OF REPORTING PERSON
 /s/ Deanne Varner
 DATE
 06/04/2001