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MANNATH	ECH INC										
Form 4 May 30, 20	14										
FORM	ЛЛ									PPROVAL	
	UNITED	STATES		RITIES An ashington				E COMMISSION	OMB Number:	3235-0287	
Check t if no lor subject Section Form 4	F CHANGES IN BENEFICIAL OWN SECURITIES					WNERSHIP OF	Expires: Estimated burden hou response	urs per			
Form 5 obligation may con <i>See</i> Inst 1(b).	on										
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> KENNEDY ALAN D			2. Issuer Name and Ticker or Trading Symbol MANNATECH INC [MTEX]					5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last) 600 S ROY	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2014					X_ Director10% Owner Officer (give titleOther (specify					
	(Street)		4. If American descent Data Original					below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
COPPELL	, TX 75019							Person	wore than one R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	ative S	Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amo	ount	or (D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficiall	y own	ed directly	or indirectly.			
					in re di	nform equire	ation con ed to resp ys a curre	spond to the collect tained in this form ond unless the for antly valid OMB co	are not m	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(In

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	Derivative Security				(A) or Dispose (D) (Instr. 3, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Right to purchase common stock	\$ 14.68	05/28/2014	А		5,000		<u>(1)</u>	05/27/2024	Common stock, par value \$0.0001 per share	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
KENNEDY ALAN D 600 S ROYAL LN SUITE 200 COPPELL, TX 75019	Х							
Signatures								
/s/ S. Mark Nicholls, CFO, by Pe Attorney		05/30/2	2014					
**Signature of Reporting Perso	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) One-third of the stock options vest immediately, another one-third of the stock options vest on the first anniversary date of grant, and the remaining one-third of the stock options vest on the second anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ff(a).(1)Represents shares of common stock acquired pursuant to the Illinois Tool Works Inc. 2011 Long-Term Incentive Plan representing quarterly director fees.(2)Includes 35,099 shares of deferred stock under the ITW Directors' Deferred Fee Plan and 68 shares acquired under a dividend reinvestment plan as of February 7, 2014.(3)Represents units of phantom stock under the Phantom Stock Plan for non-employee directors as of February 7, 2014. Each unit is equal in value to one share of common stock. The units are not transferable and have no voting rights. Additional units are credited in amounts equivalent to cash dividends paid on the common stock. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.