

NATURAL ALTERNATIVES INTERNATIONAL INC

Form 4

September 10, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
**LEDOUX MARK A**2. Issuer Name **and** Ticker or Trading  
Symbol**NATURAL ALTERNATIVES  
INTERNATIONAL INC [NAII]**5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**1185 LINDA VISTA DR**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/08/2008**4. If Amendment, Date Original  
Filed(Month/Day/Year)☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**CEO/Chairman****SAN MARCOS, CA 92078**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 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	09/08/2008		F	Amount 22,933 (1)	(A) or (D) D \$ 7.5 (1)	102,243	D
Common Stock	09/08/2008		M	Amount 30,000 (1)	A (1) \$ 5.588 (1)	132,243	D
Common Stock					575,851	I	By LeDoux Family Limited Partnership
Common Stock					800	I	By self as Custodian

						for Jean-Marc Emile LeDoux
Common Stock		40,000	I			By IRA
Common Stock		28,000	I			By 401(k) Plan
Common Stock		800	I			By self as Custodian for Jeannette LeDoux
Common Stock		171,951	I			By self as Trustee for Marie Altmann LeDoux Family Trust
Common Stock		29,459	I			By self as Trustee for the LeDoux Family Trust, U/D/T December 21, 1992

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

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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 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Incentive Stock Option (right to buy)	\$ 5.588	09/08/2008	M	23,630	(2)	09/08/2008	Common Stock	23,630
Nonqualified Stock Option (right to buy)	\$ 5.588	09/08/2008	M	6,370	(2)	09/08/2008	Common Stock	6,370

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEDOUX MARK A 1185 LINDA VISTA DR SAN MARCOS, CA 92078	X	X	CEO/Chairman	

## Signatures

/s/ Ken Wolf on behalf of Mr. LeDoux under a Power of Attorney 09/10/2008

\_\_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).

- Represents the exercise of incentive and nonqualified stock options. The exercise was accomplished using a form of cashless, net exercise whereby Mr. LeDoux provided an attestation to the Company as to his ownership of a sufficient number of shares of common stock of the Company to pay the aggregate exercise price and applicable federal and state tax withholdings based on the last reported sale price for the common stock as reported by Nasdaq on September 8, 2008, which shares were deemed to be "surrendered" to the Company as payment for the exercise price. The actual number of new shares issued to Mr. LeDoux was equal to the difference between the number of shares underlying the options exercised and the shares deemed to have been surrendered.
- (1)
- (2) The securities vested 34% on September 8, 2004 and 66% on April 27, 2005.

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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