

LEDOUX MARK A
Form 4
June 14, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
06/04/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO/Chairman

SAN MARCOS, CA 92078

(City) (State) (Zip)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/04/2010		F		6,370 <u>(1)</u>	D <u>(1)</u>	\$ 6.28 <u>(1)</u>	95,947	D	
Common Stock	06/04/2010		M		20,000 <u>(1)</u>	A <u>(1)</u>	\$ 2 <u>(1)</u>	115,947	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		36,677	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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 2	06/04/2010		M	20,000	(2) 08/27/2010			20,000

Incentive
Stock
Option
(right to
buy)

Common
Stock

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

06/14/2010

__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 an incentive stock option. 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 based on the last reported sale price for the common stock as reported by Nasdaq on June 4, 2010, 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.

(2) The securities vested 34% on August 28, 2001 and an additional 33% on each of August 28, 2002 and 2003.

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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