

LEDOUX MARK A
Form 4
July 23, 2009

FORM 4

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

OMB APPROVAL

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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)
07/21/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/21/2009 | | W | V A | 5,000 1 | D | |
| Common Stock | | | | | 102,317 | D | By LeDoux Family Limited Partnership |
| Common Stock | | | | | 575,851 | I | By self as Custodian for Jean-Marc Emile LeDoux |
| Common Stock | | | | | 800 | I | |

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| | | | |
|--------------|-----------------------|---|---|
| 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 ⁽³⁾ | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 07/23/2009

__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).

(1) Shares were inherited.

(2) In addition to the 5,000 shares resulting from the reported transaction, the total direct holdings have been adjusted from the amount previously reported to deduct 7,067 shares held indirectly by the LeDoux Family Trust, U/D/T December 21, 1992 but that were previously reported as held by Mr. LeDoux directly and to deduct an additional 27,859 shares previously reported incorrectly as held by Mr. LeDoux directly but that are held indirectly and have been reported as such and therefore double counted.

(3) Amount has been adjusted from prior amount reported to reflect an additional 7,067 shares previously incorrectly reported as held directly by Mr. LeDoux and an additional 151 shares issued to the trust as a result of Mr. LeDoux's previously reported option exercise on September 8, 2008 following reconciliation of certain tax withholdings.

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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