

NATURAL ALTERNATIVES INTERNATIONAL INC

Form 4

August 09, 2007

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)

SAN MARCOS, CA 92078

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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	08/08/2007		F ⁽³⁾	10,941 D	\$ 6.91 100,176	D	
Common Stock	08/08/2007		M	25,000 A	\$ 3.024 125,176	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

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 3.024	08/08/2007		M		25,000		<u>(2)</u>	08/19/2007	Common Stock	25,000

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/ John Reaves on behalf of Mr. LeDoux under a Power of Attorney

08/09/2007

__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) Represents exercise of incentive stock options.
- (2) The securities vested 34% on August 20, 2003 and 33% on August 20, 2004 and April 27, 2005.
- (3) Represents the surrender of shares owned by Mr. LeDoux to the Company as payment of the exercise price for the incentive stock option exercised on August 8, 2007.

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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