

LEDOUX MARK A
Form 4
December 07, 2010

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)
12/03/2010

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

SAN MARCOS, CA 92078

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

(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 (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	12/06/2010		G	2,385 D	113,562	D	
Common Stock					7,200 ⁽⁴⁾	I	By Self as Custodian for Marcelle Jeannette LeDoux
Common Stock					28,000	I	By 401(k)
Common Stock					40,000	I	By IRA

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Common Stock	800	I	By Self as Custodian for Jean-Marc Emile LeDoux
Common Stock	566,851	I	By LeDoux Family Limited Partnership
Common Stock	171,951	I	By Self as Trustee for the 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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(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified stock option (right to buy)	\$ 7.502	12/03/2010		A	24,500	<u>(1)</u>	12/02/2020	Common Stock	24,500
	\$ 7.502	12/03/2010		A	15,500	<u>(2)</u>	12/02/2020		15,500

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 pursuant to a Power of
Attorney

12/07/2010

__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).
- (1) 8,596 shares vest on December 3, 2011, 7,952 shares vest on December 3, 2012 and the remaining 7,952 shares vest on December 3, 2013.
 - (2) 5,004 shares vest on December 3, 2011, 5,248 shares vest on December 3, 2012 and the remaining 5,248 shares vest on December 3, 2013.
 - (3) This transaction represents a grant of a stock option pursuant to the Company's 2009 Omnibus Incentive Plan.
 - (4) The amount shown has been adjusted to reflect an additional 6,400 shares held in a custodial account since 1989 and only recently discovered due to an incorrect address on the account.
 - (5) This transaction represents a gift of the shares to two charitable organizations.

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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