

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)

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

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                    | 08/08/2007                           |  | F <sup>(3)</sup>               | 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<br>Jean-Marc<br>Emile<br>LeDoux  |
| Common<br>Stock |  |  |  |  | 40,000  | I | By IRA   |
| Common<br>Stock |  |  |  |  | 28,000  | I | By 401(k)<br>Plan  |
| Common<br>Stock |  |  |  |  | 800     | I | By self as<br>Custodian<br>for<br>Jeannette<br>LeDoux                      |
| Common<br>Stock |  |  |  |  | 171,951 | I | By self as<br>Trustee for<br>Marie<br>Altmann<br>LeDoux<br>Family<br>Trust |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |        |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 3.024   | 08/08/2007                              |   | M                                    | 25,000   | <u>(2)</u>   | 08/19/2007  | Common<br>Stock                        | 25,000 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |              |       |
|--|---------------|-----------|--------------|-------|
|  | Director      | 10% Owner | Officer      | Other |
| LEDOUX MARK A<br>1185 LINDA VISTA DR<br>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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.