

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 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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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified stock option (right to buy) | \$ 7.502 | 12/03/2010 | | A | 24,500 | (1) | 12/02/2020 | Common Stock | 24,500 |
| | \$ 7.502 | 12/03/2010 | | A | 15,500 | (2) | 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. 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.