

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LEDOUX MARK A</u> <hr/> (Last) (First) (Middle) 1185 LINDA VISTA DR <hr/> (Street) SAN MARCOS CA 92078 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NATURAL ALTERNATIVES INTERNATIONAL INC [NAII]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO/Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 07/06/2007	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/06/2007		s ⁽¹⁾		49,200	D	\$6.489 ⁽²⁾	121,917	D	
Common Stock	07/09/2007		s ⁽¹⁾		10,800	D	\$6.489 ⁽²⁾	111,117	D	
Common Stock	07/06/2007		s ⁽¹⁾		35,000	D	\$6.489 ⁽²⁾	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

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This transaction represents a repurchase of common stock by the Company in a private transaction. The repurchase was approved by the independent members of the Company's Board of Directors at their regularly scheduled meeting on June 29, 2007. In addition to the transactions shown, on July 9, 2007, the Company also repurchased 5,000 shares held by a related children's trust over which Mr. Ledoux exercises voting and investment control but in which he does not have a pecuniary interest. The repurchase of the additional 5,000 shares was also approved by the Board on the same terms as the other transactions shown.
- The Board's approval of the repurchase was conditioned on a purchase price of \$6.489 per share, which price represents a 10% discount from the closing price on June 29, 2007.

/s/ John Reaves on behalf of
Mr. LeDoux under a Power of 07/09/2007
Attorney

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.