

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>WELDON LEE G</u>			<u>NATURAL ALTERNATIVES INTERNATIONAL INC [ NAII ]</u>			<input checked="" type="checkbox"/> Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Officer (give title below) Other (specify below)		
1185 LINDA VISTA DRIVE			06/13/2011					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN MARCOS CA 92078						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				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)
			Code	V	Amount	(A) or (D)	Price			

**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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Non-qualified stock option (right to buy)	\$3.52	06/13/2011		A	10,000		(1)	06/12/2021	Common Stock	10,000	(2)	10,000	D	
Non-qualified stock option (right to buy)	\$3.7						(3)	02/28/2013	Common Stock	10,000		10,000	D	
Non-qualified stock option (right to buy)	\$8.05						(4)	02/28/2014	Common Stock	10,000		10,000	D	
Non-qualified stock option (right to buy)	\$8.5						(5)	06/28/2012	Common Stock	10,000		10,000	D	
Non-qualified stock option (right to buy)	\$7.667						(6)	04/24/2013	Common Stock	10,000		10,000	D	

**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					
Non-qualified stock option (right to buy)	\$7.348							(7)	06/28/2014	Common Stock	10,000	10,000	D	
Non-qualified stock option (right to buy)	\$7.953							(8)	08/30/2015	Common Stock	10,000	10,000	D	

**Explanation of Responses:**

- The securities vest 34% on June 12, 2012 and an additional 33% on June 13, 2013 and 2014.
- This transaction represents a grant of a stock option pursuant to the Company's 2009 Omnibus Incentive Plan.
- 3,400 shares vested March 1, 2004 and an additional 3,300 shares vested on March 1, 2005 and April 27, 2005.
- 3,400 shares vested March 1, 2005 and the remaining 6,600 shares vested on April 27, 2005.
- The securities vested 34% on June 29, 2008 and an additional 33% on June 29, 2009 and 2010.
- The securities vested 34% on April 25, 2009 and an additional 33% on April 25, 2010 and 2011.
- The securities vested 34% on June 29, 2010 and vest an additional 33% on June 29, 2011 and 2012.
- The securities vest 34% on August 31, 2011 and an additional 33% on August 31, 2012 and 2013.

/s/ Ken Wolf on behalf of Mr. Weldon under a Power of Attorney      06/15/2011

\*\* 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.**