

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>  (Last) (First) (Middle) 1185 LINDA VISTA DR  (Street) SAN MARCOS CA 92078  (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) 06/06/2012	
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	06/06/2012		S <sup>(1)</sup>		10,000	D	\$6.74 <sup>(2)</sup>	185,037	D	
Common Stock	06/07/2012		G		2,000	D	<sup>(3)</sup>	183,037	D	
Common Stock	06/06/2012		S <sup>(1)</sup>		20,000	D	\$6.74 <sup>(2)</sup>	557,851	I	By LeDoux Family Limited Partnership
Common Stock								41,416	I	By IRA
Common Stock								7,200	I	By Self as Custodian for Marcelle Jeannette LeDoux
Common Stock								800	I	By Self as Custodian for Jean-Marc Emile LeDoux
Common Stock								28,000	I	By 401(K)
Common Stock								36,677	I	By Self as Trustee for the LeDoux Family Trust U/D/T December 21, 1992

**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 Audit Committee and the independent members of the Company's Board of Directors on May 25, 2012.
- The approval of the Company's Audit Committee and Board of Directors was conditioned on a purchase price equal to 90% of the closing price of the Company's common stock as reported by Nasdaq on June 1, 2012, which date represented the third day after the filing by the Company of a Current Report on Form 8-K reporting the approval of the repurchase. The closing price on June 1, 2012 as reported by Nasdaq was \$7.49.
- This transaction represents a donation of the shares to a private institution.

/s/ Ken Wolf on behalf of Mr. LeDoux pursuant to a Power of Attorney    06/07/2012

\*\* 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.**