

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* LEDOUX MARK A (Last) (First) (Middle) 1185 LINDA VISTA DR (Street) SAN MARCOS CA 92078 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NATURAL ALTERNATIVES INTERNATIONAL INC [NAI]	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) <input type="checkbox"/> Other (specify below) CEO/Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2008	
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	09/08/2008		F		22,933 ⁽¹⁾	D ⁽¹⁾	\$7.5 ⁽¹⁾	102,243	D	
Common Stock	09/08/2008		M		30,000 ⁽¹⁾	A ⁽¹⁾	\$5.588 ⁽¹⁾	132,243	D	
Common Stock								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
Common Stock								29,459	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)				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	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$5.588	09/08/2008		M			23,630	(2)	09/08/2008	Common Stock	23,630	(1)	26,370	D	
Nonqualified Stock Option (right to buy)	\$5.588	09/08/2008		M			6,370	(2)	09/08/2008	Common Stock	6,370	(1)	20,000	D	

Explanation of Responses:

1. Represents the exercise of incentive and nonqualified stock options. The exercise was accomplished using a form of cashless, net exercise whereby Mr. LeDoux provided an attestation to the Company as to his ownership of a sufficient number of shares of common stock of the Company to pay the aggregate exercise price and applicable federal and state tax withholdings based on the last reported sale price for the common stock as reported by Nasdaq on September 8, 2008, which shares were deemed to be "surrendered" to the Company as payment for the exercise price. The actual number of new shares issued to Mr. LeDoux was equal to the difference between the number of shares underlying the options exercised and the shares deemed to have been surrendered.

2. The securities vested 34% on September 8, 2004 and 66% on April 27, 2005.

/s/ Ken Wolf on behalf of Mr.
LeDoux under a Power of 09/10/2008
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.

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