

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* LEDOUX MARK A (Last) (First) (Middle) 1185 LINDA VISTA DRIVE (Street) SAN MARCOS CA 92078 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NATURAL ALTERNATIVES INTERNATIONAL INC [NAII]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO/Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2014	

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 ⁽¹⁾	03/07/2014		A		25,000 ⁽²⁾	A	\$0	226,907	D	
Common Stock ⁽³⁾	03/07/2014		F		2,221	D	\$5.56	224,686	D	
Common Stock								34,000	I	By Self as Trustee for the LeDoux Family Trust U/D/T December 21, 1992
Common Stock								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)

**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	Title	Amount or Number of Shares				

Explanation of Responses:

- This transaction represents a grant of restricted stock pursuant to the Issuer's 2009 Omnibus Incentive Plan.
- One third (8,333 shares) of the restricted stock vests on March 7, 2015; one third (8,333 shares) of the restricted stock vests on March 7, 2016, and the final third (8,334 shares) of the restricted stock vests on March 7, 2017.
- This transaction represents a resale of 2,221 shares to the Issuer as payment of the reporting person's tax liability upon vesting of 6,800 shares of restricted stock as of March 7, 2014, using the closing stock price on March 7, 2014 of \$5.56 per share.

/s/ [Kenneth E. Wolf](#) on behalf
of [Mr. LeDoux](#) pursuant to a [Power of Attorney](#) 03/10/2014

** 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.