

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 3)*

Natural Alternatives International, Inc.

(Name of Issuer)

Common Stock \$.001 Par Value

(Title of Class of Securities)

638842302

(CUSIP Number)

Robert Becht,
P.O. Drawer H,
Valley Cottage, New York 10989
(845) 268-6828

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

June 6, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP No. 638842302

13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Carl J. Terranova

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

399,900

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER

0

EACH
REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

399,900

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

399,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.7%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 3 (this "Amendment") amends the Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on November 5, 2001, as amended by Amendment No. 1 filed on December 6, 2001 and further amended by Amendment No. 2 filed on May 7, 2002, by the Trust U/W of Vincent Terranova, Carl J. Terranova and Thomas H. Hanson, relating to the common stock, \$.001 par value (the "Common Stock"), of Natural Alternatives International, Inc., a Delaware corporation (the "Company"). Capitalized terms used and not defined herein shall have the meanings attributed to them in the Schedule 13D.

Item 3: Source and Amount of Funds or Other Consideration.

The information set forth in the second paragraph of Item 3 of the Schedule 13D is hereby amended by replacing said paragraph with the following information:

An aggregate of \$1,578,402.13, including commissions, was paid in a series of transactions pursuant to which Carl J. Terranova acquired the Common Stock owned by him. Said amount was paid out of the personal funds of Mr. Terranova.

Item 5: Interest in Securities of the Issuer.

The information set forth in the second sentence of each of subparagraphs (a) and (b) of Item 5 of the Schedule 13D is hereby amended by replacing said sentences with the following information:

(a) Carl J. Terranova beneficially owns 399,900 shares of Common Stock,

representing approximately 6.7% of the total Common Stock outstanding.

(b) Carl J. Terranova has the sole power to vote and the sole power to dispose of 399,900 shares of Common Stock.

The information set forth in subparagraph (c) of Item 5 of the Schedule 13D is hereby amended and supplemented with the following information:

(c) On June 6, 2005, Carl J. Terranova acquired 100,000 shares of Common Stock on the open market for \$7.60 per share.

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

June 8, 2005

TRUST U/W OF VINCENT TERRANOVA

By: /s/ Robert Becht

Name: Robert Becht
Title: Trustee

/s/ Carl J. Terranova

Carl J. Terranova

/s/ Thomas H. Hanson

Thomas H. Hanson