

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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> <hr/> (Last) (First) (Middle) 1185 LINDA VISTA DR <hr/> (Street) SAN MARCOS CA 92078 <hr/> (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) 12/03/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock	12/06/2010		G		2,385	D	(5)	113,562	D	
Common Stock								7,200 <sup>(4)</sup>	I	By Self as Custodian for Marcelle Jeannette LeDoux
Common Stock								28,000	I	By 401(k)
Common Stock								40,000	I	By IRA
Common Stock								800	I	By Self as Custodian for Jean-Marc Emile LeDoux
Common Stock								566,851	I	By LeDoux Family Limited Partnership
Common Stock								171,951	I	By Self as Trustee for the Marie Altmann LeDoux Family Trust
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	Title	Amount or Number of Shares				
Non-qualified stock option (right to buy)	\$7.502	12/03/2010		A		24,500		(1)	12/02/2020	Common Stock	24,500	(3)	49,500	D	
Incentive stock option (right to buy)	\$7.502	12/03/2010		A		15,500		(2)	12/02/2020	Common Stock	15,500	(3)	65,000	D	

**Explanation of Responses:**

- 8,596 shares vest on December 3, 2011, 7,952 shares vest on December 3, 2012 and the remaining 7,952 shares vest on December 3, 2013.
- 5,004 shares vest on December 3, 2011, 5,248 shares vest on December 3, 2012 and the remaining 5,248 shares vest on December 3, 2013.
- This transaction represents a grant of a stock option pursuant to the Company's 2009 Omnibus Incentive Plan.
- The amount shown has been adjusted to reflect an additional 6,400 shares held in a custodial account since 1989 and only recently discovered due to an incorrect address on the account.
- This transaction represents a gift of the shares to two charitable organizations.

/s/ Ken Wolfon behalf of Mr.  
LeDoux pursuant to a Power of Attorney    12/07/2010

\*\* 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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