Edgar Filing: NATURAL ALTERNATIVES INTERNATIONAL INC - Form 4

NATURAL ALTERNATIVES INTERNATIONAL INC

Form 4

March 07, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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 OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

NATURAL ALTERNATIVES

INTERNATIONAL INC [NAII]

(Print or Type Responses)

1. Name and Address of Reporting Person *

KAY ROBERT A

(Last)

(Instr. 3)

(First) (Middle)

1185 LINDA VISTA DRIVE

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 09/29/2005

Symbol

4. If Amendment, Date Original Filed(Month/Day/Year)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner Officer (give title __X_ Other (specify

below) below) Former VP Science & Technology

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

SAN MARCOS, CA 92078

Execution Date, if (Month/Day/Year)

3. 4. Securities Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct (T) (Instr. 4)

6. Ownership

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. Derivative Security Conversion (Instr. 3) or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Employee (incentive) Stock Option (right to buy)	\$ 9.33	09/29/2005		<u>J(1)</u>	V	30,000	<u>(1)</u>	09/29/2005	Common Stock	30,
Employee (incentive) Stock Option (right to buy)	\$ 8.55	09/29/2005		<u>J(1)</u>	V	11,695	<u>(1)</u>	09/29/2005	Common Stock	11,
Employee (non-qualified) Stock Option (right to buy)	\$ 8.55	09/29/2005		J <u>(1)</u>	V	18,305	<u>(1)</u>	09/29/2005	Common Stock	18,

Reporting Owners

Reporting Owner Name / Address	Relationships
Reput ting Owner Name / Address	

Director 10% Owner Officer Other

KAY ROBERT A 1185 LINDA VISTA DRIVE SAN MARCOS, CA 92078

Former VP Science & Technology

Signatures

/s/ John Reaves on behalf of Dr. Kay under a Power of Attorney

03/07/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) All of Dr. Kay's outstanding options expired on September 29, 2005 as a result of the termination of his employment agreement with the Company on June 29, 2005.
- (2) This was a stock option granted pursuant to the Company's stock option plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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