

BELANGER TIMOTHY E

Form 5

July 11, 2006

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BELANGER TIMOTHY E

(Last) (First) (Middle)

1185 LINDA VISTA DR

(Street)

2. Issuer Name and Ticker or Trading
SymbolNATURAL ALTERNATIVES
INTERNATIONAL INC [NAII]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
06/30/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title ☒ Other (specify
below) below)
Former SR VP Sales & Marketing

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MARCOS, CA 92078

(City) (State) (Zip)

☒ 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**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/30/2005	Â	P ⁽²⁾	805 A \$ 6.9785	25,755	D	Â
Common Stock	12/31/2005	Â	P ⁽²⁾	533 A \$ 5.508	26,288	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**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 control number.**SEC 2270
(9-02)

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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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Employee (Nonqualified) Stock Option (right to buy)	\$ 2.07	Â	Â	(4)	Â Â	Â (3) 05/30/2007	Common Stock 16
Employee (Incentive) Stock Option (right to buy)	\$ 5.08	Â	Â	(1)	Â Â	Â (3) 09/27/2006(1)	Common Stock 29
Employee (Nonqualified) Stock Option (right to buy)	\$ 5.08	Â	Â	(1)	Â Â	Â (3) 06/28/2007(1)	Common Stock 1
Employee (Nonqualified) Stock Option (right to buy)	\$ 6.65	Â	Â	(1)	Â Â	Â (3) 06/28/2007(1)	Common Stock 60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELANGER TIMOTHY E 1185 LINDA VISTA DR SAN MARCOS, CA 92078	Â	Â	Â	Former SR VP Sales & Marketing

Signatures

/s/ John Reaves on behalf of Mr. Belanger under a Power of Attorney

07/11/2006

__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) This does not represent a new stock option grant. The expiration date has been changed due to the termination of Mr. Belanger's employment agreement on June 29, 2006.
- (2) Employee stock purchase plan transaction.
- (3) The securities are 100% vested as of April 27, 2005.
- (4) This does not represent a new stock option grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.