

ZIMMERMAN MARK
Form 5
July 11, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
ZIMMERMAN MARK

2. Issuer Name and Ticker or Trading Symbol
NATURAL ALTERNATIVES INTERNATIONAL INC [NAII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2006

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Former V.P Operations

1185 LINDA VISTA DRIVE

(Street)

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

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 Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	06/30/2005	Â	P ⁽¹⁾	1,721 A \$ 6.9785	5,144	D	Â
Common Stock	12/31/2005	Â	P ⁽¹⁾	1,203 A \$ 5.508	6,347	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)

Edgar Filing: ZIMMERMAN MARK - Form 5

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 Underlying Security (Instr. 3 and 4)	
					(A) (D)	Date Exercisable Expiration Date	Title	Am or Num of S
Employee (Nonqualified) Stock Option (right to buy)	\$ 1.8	Â	Â	(4)	Â Â	Â (3) 05/30/2007	Common Stock	30
Employee (Incentive) Stock Option (right to buy)	\$ 5.08	Â	Â	(2)	Â Â	Â (3) 09/27/2006(2)	Common Stock	29
Employee (Nonqualified) Stock Option (right to buy)	\$ 5.08	Â	Â	(2)	Â Â	Â (3) 06/28/2007(2)	Common Stock	1
Employee (Nonqualified) Stock Option (right to buy)	\$ 6.65	Â	Â	(2)	Â Â	Â (3) 06/28/2007(2)	Common Stock	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZIMMERMAN MARK 1185 LINDA VISTA DRIVE SAN MARCOS, CA 92078	Â	Â	Â	Former V.P Operations

Signatures

/s/ John Reaves on behalf of Mr. Zimmerman 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) Employee stock purchase plan transaction.

(2) This does not represent a new stock option grant. The expiration date has been changed due to the termination of Mr. Zimmerman's employment agreement on June 29, 2006.

(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.