

MILLER JEFFREY A
Form 4
March 02, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER JEFFREY A

(Last) (First) (Middle)

C/O MCAFEE, INC., 2821
MISSION COLLEGE
BOULEVARD

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
McAfee, Inc. [MFE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2011

4. 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 below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/28/2011		D	100 D <u>(1)</u>	3,048 <u>(2)</u>	D	
Common Stock	02/28/2011		D	3,048 <u>(2)</u>	0 <u>(3)</u>	D	

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

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(9-02)

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- (4) Pursuant to the provisions of the Amended and Restated 1993 Stock Option Plan for Outside Directors and the Merger Agreement, the option vested in full ten days prior to the closing of the merger.
- (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$117,400.00, which represents the difference between \$48.00 and the exercise price of the option per share.
- (6) Pursuant to the provisions of the 2010 Director Equity Plan and the Merger Agreement, the option vested in full immediately prior to the closing of the merger.
- (7) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$167,014.05, which represents the difference between \$48.00 and the exercise price of the option per share.

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