

Watzinger Gerhard  
Form 4  
February 18, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Watzinger Gerhard

(Last) (First) (Middle)  
C/O MCAFEE, INC., 5000  
HEADQUARTERS DR.  
  
(Street)

PLANO, TX 75024

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2011

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)  
EVP Strategy & Business Dev.

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/16/2011                           |  | A                              |   | 8,003<br>(1)  | A  | \$ 0 92,443 D   |
| Common Stock                    | 02/16/2011                           |  | F                              |   | 2,917<br>(1)  | D  | \$ 47.92 89,526 D                                     |
| Common Stock                    | 02/17/2011                           |  | A                              |   | 8,683<br>(2)  | A  | \$ 0 98,209 D   |
| Common Stock                    | 02/17/2011                           |  | F                              |   | 3,164<br>(2)  | D  | \$ 47.91 95,045 D                                     |
| Common Stock                    | 02/17/2011                           |  | F                              |   | 2,636<br>(3)  | D  | \$ 47.91 92,409 D                                     |

Edgar Filing: Watzinger Gerhard - Form 4

|              |            |   |        |   |            |         |   |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 02/18/2011 | M | 10,000 | A | \$ 40.41   | 102,409 | D |
| Common Stock | 02/18/2011 | S | 3,000  | D | \$ 47.9101 | 99,409  | D |
| Common Stock | 02/18/2011 | S | 85,510 | D | \$ 47.91   | 13,899  | D |

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 1474  
(9-02)

**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 Securities (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Employee Stock Options (Right to Purchase) | \$ 40.41   | 02/18/2011                           |  | M                              | 10,000  | <u>(4)</u> 02/16/2020                                    | Common Stock  | 10,000 |                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                    |       |
|---|---------------|-----------|------------------------------------|-------|
|   | Director      | 10% Owner | Officer                            | Other |
| Watzinger Gerhard<br>C/O MCAFEE, INC.<br>5000 HEADQUARTERS DR.<br>PLANO, TX 75024 |               |           | EVP<br>Strategy &<br>Business Dev. |       |

## Signatures

/s/ Jared Ross,  
attorney-in-fact

02/18/2011

\*\*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) On February 16, 2011, the Reporting Person vested as to 8,003 stock units; the Issuer withheld 2,917 shares of its Common Stock otherwise issuable to the Reporting Person in settlement of the vesting of these stock units to fulfill withholding tax obligations.

(2) On February 17, 2011, the Reporting Person vested as to 8,683 stock units; the Issuer withheld 3,164 shares of its Common Stock otherwise issuable to the Reporting Person in settlement of the vesting of these stock units to fulfill withholding tax obligations.

(3) On February 17, 2011, the Reporting Person vested as to 7,233 stock units; the Issuer withheld 2,636 shares of its Common Stock otherwise issuable to the Reporting Person in settlement of the vesting of these stock units to fulfill withholding tax obligations.

(4) On February 16, 2010, the Reporting Person was granted stock options to purchase 40,000 shares of the Issuer's common stock. 25% of the shares subject to the stock options vested one year from the grant date and the remaining 75% of the shares are scheduled to vest monthly over the next 36 months until the option is fully vested on the fourth anniversary of the grant date.

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.