

Gebhart Todd

Form 3

November 06, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Gebhart Todd

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

10/27/2009

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
EVP and GM, Consumer

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

C/O MCAFEE, INC., 5000 HEADQUARTERS DR.

(Street)

PLANO, TX 75024

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock

1,576 <sup>(1)</sup>

D

A

Common Stock <sup>(2)</sup>3,333 <sup>(2)</sup>

D

A

Common Stock <sup>(3)</sup>13,333 <sup>(3)</sup>

D

A

Common Stock <sup>(4)</sup>16,000 <sup>(4)</sup>

D

A

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Gebhart Todd - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	Â <u>(5)</u>	02/11/2018	Common Stock	12,917	\$ 34.73	D	Â
Employee Stock Options (Right to Buy)	Â <u>(6)</u>	08/04/2018	Common Stock	20,000	\$ 37.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gebhart Todd C/O MCAFEE, INC. 5000 HEADQUARTERS DR. PLANO, TX 75024	Â	Â	Â EVP and GM, Consumer	Â

## Signatures

/s/ Jared Ross,  
Attorney-in-Fact

11/06/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 701 and 875 shares of the Issuer's common stock acquired on November 28, 2008 and May 29, 2009, respectively, through the McAfee, Inc. 2002 Employee Stock Purchase Plan.

(2) On February 11, 2008, the Reporting Person was granted 10,000 stock units, 1/3 of which are scheduled to vest on July 1st of each of 2008, 2009 and 2010.

(3) On August 4, 2008, the Reporting Person was granted 20,000 stock units, 1/3 of which are scheduled to vest on each of the first, second and third anniversaries of the grant date.

(4) On February 17, 2009, the Reporting Person was granted 16,000 stock units, 1/3 of which are scheduled to vest on each of the first, second and third anniversaries of the grant date.

(5) On February 11, 2008, the Reporting Person was granted stock options to purchase 20,000 shares of the Issuer's common stock, 25% of which 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.

(6) On August 4, 2008, the Reporting Person was granted stock options to purchase 20,000 shares of the Issuer's common stock, 25% of which 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.

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