

Watzinger Gerhard
Form 4
February 18, 2011

FORM 4

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).

**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
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(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
__X__ Officer (give title below) ____ Other (specify below)

EVP Strategy & Business Dev.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (1)	\$ 0	92,443 D
Common Stock	02/16/2011		F		2,917 (1)	\$ 47.92	89,526 D
Common Stock	02/17/2011		A		8,683 (2)	\$ 0	98,209 D
Common Stock	02/17/2011		F		3,164 (2)	\$ 47.91	95,045 D
Common Stock	02/17/2011		F		2,636 (3)	\$ 47.91	92,409 D

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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.

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(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 C/O MCAFEE, INC. 5000 HEADQUARTERS DR. PLANO, TX 75024	EVP Strategy & 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.

- On February 16, 2010, the Reporting Person was granted stock options to purchase 40,000 shares of the Issuer's common stock. 25% of
- (4) 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.

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