

MILLER JEFFREY A

Form 4

March 02, 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  
Number: 3235-0287  
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response... 0.5

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/28/2011                              |                                                             | D                        | 100 (A)<br>or<br>(D)                                                       | 3,048 (1)                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/28/2011                              |                                                             | D                        | 3,048<br>(2)                                                               | 0 (3)                                                                                                              | D                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

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**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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Director Stock Option (right to buy)       | \$ 36.26                                               | 02/28/2011                           |                                                    | D                              | 10,000                                                                                  | <u>(4)</u> 05/27/2018                                    | Common Stock                                                  | 10,000                        |
| Director Stock Option (right to buy)       | \$ 32.81                                               | 02/28/2011                           |                                                    | D                              | 10,995                                                                                  | <u>(6)</u> 06/17/2017                                    | Common Stock                                                  | 10,995                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

MILLER JEFFREY A  
C/O MCAFEE, INC.  
2821 MISSION COLLEGE BOULEVARD  
SANTA CLARA, CA 95054

X

## Signatures

/s/ Jared Ross, by power of attorney

03/02/2011

\_\_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) Pursuant to the Merger Agreement between the Issuer and Intel Corporation dated August 18, 2010 (the "Merger Agreement"), each share of MFE common stock will be exchanged for \$48.00 in cash.
- (2) Shares are represented by restricted stock units. Pursuant to the provisions of the 2010 Director Equity Plan and the Merger Agreement, the restricted stock units vested in full immediately prior to the closing of the merger.
- (3) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for a cash payment of \$146,304.00, which represents \$48.00 for each outstanding unit.

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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.

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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