

OLEARY DENIS
Form 4
December 06, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
OLEARY DENIS

(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)
12/02/2010

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/02/2010		S		2,082 D \$ 46.9227	8,048	D
Common Stock	12/02/2010		M		45,000 A \$ 14.6	53,048	D
Common Stock	12/02/2010		S		45,000 D \$ 46.9227	8,048	D
Common Stock	12/02/2010		M		25,000 A \$ 16.92	33,048	D
Common Stock	12/02/2010		S		25,000 D \$ 46.9227	8,048	D

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Common Stock	12/02/2010	M	25,000	A	\$ 29.36	33,048	D
Common Stock	12/02/2010	S	25,000	D	\$ 46.9227	8,048	D
Common Stock	12/02/2010	M	20,000	A	\$ 23.15	28,048	D
Common Stock	12/02/2010	S	20,000	D	\$ 46.9227	8,048	D
Common Stock	12/02/2010	M	20,000	A	\$ 36.04	28,048	D
Common Stock	12/02/2010	S	20,000	D	\$ 46.9227	8,048	D
Common Stock	12/02/2010	M	15,000	A	\$ 31.17	23,048	D
Common Stock	12/02/2010	S	15,000	D	\$ 46.9227	8,048	D
Common Stock	12/02/2010	M	5,016	A	\$ 37.38	13,064	D
Common Stock	12/02/2010	S	5,016	D	\$ 46.9227	8,048	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)

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
Director Stock Option (Right to Buy)	\$ 14.6	12/02/2010		M	45,000	<u>(1)</u>	07/15/2013	Common Stock	45,000

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Director Stock Option (Right to Buy)	\$ 16.92	12/02/2010	M	25,000	07/15/2007	07/15/2014	Common Stock	25,000
Director Stock Option (Right to Buy)	\$ 29.36	12/02/2010	M	25,000	07/15/2008	07/15/2015	Common Stock	25,000
Director Stock Option (Right to Buy)	\$ 23.15	12/02/2010	M	20,000	07/14/2009	07/14/2016	Common Stock	20,000
Director Stock Option (Right to Buy)	\$ 36.04	12/02/2010	M	20,000	07/15/2010	07/15/2017	Common Stock	20,000
Director Stock Option (Right to Buy)	\$ 31.17	12/02/2010	M	15,000	07/15/2009	07/15/2018	Common Stock	15,000
Director Stock Option (Right to Buy)	\$ 37.38	12/02/2010	M	5,016	04/27/2010	04/27/2019	Common Stock	5,016

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLEARY DENIS C/O MCAFEE, INC. 5000 HEADQUARTERS DR. PLANO, TX 75024	X			

Signatures

/s/ Jared Ross,
Attorney-in-Fact

12/06/2010

**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) The shares subject to this option vested in equal one-third tranches on each of the first, second and third anniversaries of the grant date.

Remarks:

As has been widely reported, the capital gains and personal income tax rates are expected to increase, effective January 1, 2018.

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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