

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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)
Common Stock	02/16/2011		A	8,003 (1)	A \$ 0 92,443	D	
Common Stock	02/16/2011		F	2,917 (1)	D \$ 47.92 89,526	D	
Common Stock	02/17/2011		A	8,683 (2)	A \$ 0 98,209	D	
Common Stock	02/17/2011		F	3,164 (2)	D \$ 47.91 95,045	D	
Common Stock	02/17/2011		F	2,636 (3)	D \$ 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.

**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.**

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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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