

DE CESARE MICHAEL P

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DE CESARE MICHAEL P

(Last) (First) (Middle)

C/O MCAFEE, INC., 5000  
HEADQUARTERS DRIVE

(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 Worldwide Sales Operations

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	Amount (1) 6,803 (A) or (D)	\$ 0	82,443	D
Common Stock	02/16/2011		F	Amount (1) 2,898 (A) or (D)	\$ 47.92	79,545	D
Common Stock	02/16/2011		F	Amount (2) 525 (A) or (D)	\$ 47.92	79,020	D
Common Stock	02/17/2011		A	Amount (3) 13,605 (A) or (D)	\$ 0	92,625	D
Common Stock	02/17/2011		F	Amount (3) 6,350 (A) or (D)	\$ 47.91	86,275	D

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Common Stock      02/17/2011      F      5,290  
(4)      D      \$ 47.91      80,985      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.**      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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

DE CESARE MICHAEL P  
C/O MCAFEE, INC.  
5000 HEADQUARTERS DRIVE  
PLANO, TX 75024

EVP Worldwide Sales Operations

## 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 6,803 stock units; the Issuer withheld 2,898 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 16, 2011, the Reporting Person vested as to 1,434 stock units; the Issuer withheld 525 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.

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- (3) On February 17, 2011, the Reporting Person vested as to 13,605 stock units; the Issuer withheld 6,350 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.
- (4) On February 17, 2011, the Reporting Person vested as to 11,333 stock units; the Issuer withheld 5,290 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.