

Watzinger Gerhard
Form 4
February 15, 2011

FORM 4

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

OMB APPROVAL

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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 *
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)
02/11/2011

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)
EVP Strategy & Business Dev.

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/11/2011		S		2,209	D	\$ 47.9 82,038
Common Stock	02/11/2011		M		45,259	A	\$ 15.18 127,297
Common Stock	02/11/2011		S		45,259	D	\$ 47.9 82,038
Common Stock	02/11/2011		M		33,004	A	\$ 29.26 115,042
Common Stock	02/11/2011		S		33,004	D	\$ 47.9 82,038

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Common Stock	02/11/2011	M	16,875	A	\$ 37.47	98,913	D	
Common Stock	02/11/2011	S	16,875	D	\$ 47.9	82,038	D	
Common Stock	02/11/2011	A	<u>3,333</u> (1)	A	\$ 0	85,371	D	
Common Stock	02/11/2011	F	931	<u>(1)</u>	D	\$ 47.9	84,440	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 15.18	02/11/2011		M	45,259	<u>(2)</u> 05/16/2016	Common Stock 45,259
Employee Stock Options (Right to Buy)	\$ 29.26	02/11/2011		M	33,004	<u>(3)</u> 01/12/2017	Common Stock 33,004
Employee Stock Options (Right to Buy)	\$ 37.47	02/11/2011		M	16,875	<u>(4)</u> 08/04/2018	Common Stock 16,875

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

02/15/2011

**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 11, 2011, the Reporting Person vested as to 3,333 stock units; the Issuer withheld 931 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 May 16, 2006, the Reporting Person was granted stock options to purchase shares of stock of the Reporting Person's then ultimate employer, SafeBoot Holding BV. On November 19, 2007, an indirect wholly-owned subsidiary of the Issuer acquired SafeBoot Holding BV and the Issuer assumed the Reporting Person's remaining stock options to purchase 75,777 shares of the Issuer's common stock (on an as-converted basis). 1/3 of the 75,777 shares subject to the stock options vested on each of the second, third and fourth anniversaries of the grant date.

(3) On January 12, 2007, the Reporting Person was granted stock options to purchase 66,008 shares of the Issuer's common stock (on an as-converted basis following the acquisition of the Reporting Person's then ultimate employer, SafeBoot Holding BV, by an indirect wholly-owned subsidiary of the Issuer on November 19, 2007). 25% of the shares subject to the stock options vested on each of the first, second, third and fourth anniversaries of the grant date.

(4) On August 4, 2008, the Reporting Person was granted stock options to purchase 45,000 shares of the Issuer's common stock. 25% of the shares subject to the stock options are scheduled to vest 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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