

DARCY THOMAS E
 Form 4
 March 02, 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 *
DARCY THOMAS E

(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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/28/2011		D	638 D <u>(1)</u>	3,048 <u>(2)</u>	D	
Common Stock	02/28/2011		D	3,048 <u>(2)</u>	0 <u>(3)</u>	D	

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

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 (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)	\$ 32.96	02/28/2011		D	30,000	<u>(4)</u> 01/28/2018	Common Stock	30,000
Director Stock Option (right to buy)	\$ 31.47	02/28/2011		D	15,000	<u>(4)</u> 01/28/2019	Common Stock	15,000
Director Stock Option (right to buy)	\$ 37.38	02/28/2011		D	1,536	<u>(4)</u> 04/27/2019	Common Stock	1,536
Director Stock Option (right to buy)	\$ 32.81	02/28/2011		D	10,995	<u>(8)</u> 06/17/2017	Common Stock	10,995

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DARCY THOMAS E
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.
- (4) The option is fully vested and immediately exercisable.
- (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$451,200.00, which represents the difference between \$48.00 and the exercise price of the option per share.
- (6) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$247,950.00, which represents the difference between \$48.00 and the exercise price of the option per share.
- (7) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$16,312.32, which represents the difference between \$48.00 and the exercise price of the option per share.
- (8) 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.
- (9) 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. 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.