

Bolin Christopher S  
 Form 4  
 February 15, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Bolin Christopher S

(Last) (First) (Middle)  
 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)  
 02/12/2008

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 & CTO

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                    | 02/12/2008                           |  | S                              |   | 7,072<br>(1)<br>\$ 34.5045  | D  |   |
| Common Stock                    | 02/12/2008                           |  | M                              |   | 5,000<br>\$ 11.0625   | A  | 5,000   |
| Common Stock                    | 02/12/2008                           |  | S                              |   | 5,000<br>\$ 34.4123   | D  |   |
| Common Stock                    | 02/12/2008                           |  | M                              |   | 10,000<br>\$ 11.0625  | A  | 10,000  |
| Common Stock                    | 02/12/2008                           |  | S                              |   | 10,000<br>\$ 34.4123  | D  |   |

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|              |            |   |        |   |            |                       |   |
|--------------|------------|---|--------|---|------------|-----------------------|---|
| Common Stock | 02/12/2008 | M | 10,000 | A | \$ 16.9375 | 10,000                | D |
| Common Stock | 02/12/2008 | S | 10,000 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 4,500  | A | \$ 24.5625 | 4,500                 | D |
| Common Stock | 02/12/2008 | S | 4,500  | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 20,000 | A | \$ 21.125  | 20,000                | D |
| Common Stock | 02/12/2008 | S | 20,000 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 70,417 | A | \$ 4.1875  | 70,417                | D |
| Common Stock | 02/12/2008 | S | 70,417 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 40,000 | A | \$ 25.43   | 40,000                | D |
| Common Stock | 02/12/2008 | S | 40,000 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 35,000 | A | \$ 16.9    | 35,000                | D |
| Common Stock | 02/12/2008 | S | 35,000 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 30,000 | A | \$ 18.9    | 30,000                | D |
| Common Stock | 02/12/2008 | S | 30,000 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 70,313 | A | \$ 16.75   | 70,313                | D |
| Common Stock | 02/12/2008 | S | 70,313 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 55,000 | A | \$ 21.61   | 55,000                | D |
| Common Stock | 02/12/2008 | S | 55,000 | D | \$ 34.4123 | 0                     | D |
| Common Stock | 02/12/2008 | M | 2,083  | A | \$ 6.0312  | 2,083                 | D |
| Common Stock | 02/12/2008 | S | 2,083  | D | \$ 34.4123 | 0                     | D |
|              | 02/12/2008 | S | 10,758 | D |            | 27,424 <sup>(2)</sup> | D |

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Common Stock \$ 34.4123

Common Stock 50,000 <sup>(3)</sup> D

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 11.0625   | 02/12/2008                           |  | M                              | 5,000   | <sup>(4)</sup> 04/20/2009                                | Common Stock  | 5,000                      |                            |
| Employee Stock Option (Right to Buy)       | \$ 11.0625   | 02/12/2008                           |  | M                              | 10,000  | <sup>(4)</sup> 10/01/2008                                | Common Stock  | 10,000                     |                            |
| Employee Stock Option (Right to Buy)       | \$ 16.9375   | 02/12/2008                           |  | M                              | 10,000  | <sup>(4)</sup> 10/18/2009                                | Common Stock  | 10,000                     |                            |
| Employee Stock Option (Right to Buy)       | \$ 24.5625   | 02/12/2008                           |  | M                              | 4,500   | <sup>(4)</sup> 01/04/2010                                | Common Stock  | 4,500                      |                            |
| Employee Stock Option                      | \$ 21.125  | 02/12/2008                           |  | M                              | 20,000  | <sup>(4)</sup> 07/03/2010                                | Common Stock  | 20,000                     |                            |

|                                      |           |            |   |        |            |            |              |        |  |
|--------------------------------------|-----------|------------|---|--------|------------|------------|--------------|--------|--|
| (Right to Buy)                       |           |            |   |        |            |            |              |        |  |
| Employee Stock Option (Right to Buy) | \$ 4.1875 | 02/12/2008 | M | 70,417 | <u>(4)</u> | 01/02/2011 | Common Stock | 70,417 |  |
| Employee Stock Option (Right to Buy) | \$ 25.43  | 02/12/2008 | M | 40,000 | <u>(4)</u> | 01/16/2012 | Common Stock | 40,000 |  |
| Employee Stock Option (Right to Buy) | \$ 16.9   | 02/12/2008 | M | 35,000 | <u>(4)</u> | 01/02/2013 | Common Stock | 35,000 |  |
| Employee Stock Option (Right to Buy) | \$ 18.9   | 02/12/2008 | M | 30,000 | <u>(4)</u> | 01/02/2014 | Common Stock | 30,000 |  |
| Employee Stock Option (Right to Buy) | \$ 16.75  | 02/12/2008 | M | 70,313 | <u>(4)</u> | 05/14/2014 | Common Stock | 70,313 |  |
| Employee Stock Option (Right to Buy) | \$ 21.61  | 02/12/2008 | M | 55,000 | <u>(4)</u> | 04/19/2015 | Common Stock | 55,000 |  |
| Employee Stock Option (Right to Buy) | \$ 6.0312 | 02/12/2008 | M | 2,083  | <u>(4)</u> | 01/02/2011 | Common Stock | 2,083  |  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Bolin Christopher S<br>5000 HEADQUARTERS DRIVE<br>PLANO, TX 75024 |               |           | EVP & CTO |       |

## Signatures

/s/ Charles L. Deaton,  
Attorney-in-Fact

02/15/2008

\_\_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) These shares were acquired via participation in the issuer's Employee Stock Purchase Plan.  
The reportee was granted 50,000 shares of restricted stock on August 23, 2005. 16,667 shares vested on each of the first and second anniversaries of the grant, and 16,666 shares will vest on the third anniversary of the grant. The number of derivative securities beneficially owned following this reported transaction with respect to this award is comprised of the remaining 16,666 shares that will vest on the third anniversary of the grant, and 10,758 shares representing the after-tax amount of shares vested on the second anniversary of the grant.
- (3) The reportee was granted restricted stock units (RSUs) on March 7, 2006. The RSUs will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.
- (4) 25% of the shares subject to the option shall vest one year from the date of grant and the remaining 75% shall 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. 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.