#### DE CESARE MICHAEL P

Form 4 October 03, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Ad<br>DE CESARE | •       | _        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|-----------------------------|---------|----------|--|---|--|--|--|
|                             |         |          | McAfee, Inc. [MFE]                                 | (Check all applicable)  |  |  |  |
| (Last)                      | (First) | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |  |
|                             |         |          | (Month/Day/Year)                                   | Director 10% Owner  |  |  |  |
| C/O MCAFEE, INC., 5000      |         |          | 10/02/2008   | _X Officer (give title Other (specify below)  EVP Worldwide Sales Operations              |  |  |  |
| HEADQUARTERS DRIVE          |         |          |  |   |  |  |  |
| (Street)                    |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check   |  |  |  |
|                             |         |          | Filed(Month/Day/Year)                              | Applicable Line)  |  |  |  |
| PLANO, TX 75024             |         |          |  | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |  |  |
| (City)                      | (State) | (Zip)    | Table I - Non-Derivative Securities Ac             | quired, Disposed of, or Beneficially Owner  |  |  |  |

| (City)          | (State) (           | Table Table        | e I - Non-D | erivative    | Secur     | ities Acq   | uired, Disposed o | f, or Beneficiall | ly Owned     |
|-----------------|---------------------|--------------------|-------------|--------------|-----------|-------------|-------------------|-------------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.          | 4. Securi    | ties A    | cquired     | 5. Amount of      | 6. Ownership      | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio  | on(A) or Di  | ispose    | d of (D)    | Securities        | Form: Direct      | Indirect     |
| (Instr. 3)      |                     | any                | Code        | (Instr. 3,   | 4 and     | 5)          | Beneficially      | (D) or            | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)  |              |           |             | Owned             | Indirect (I)      | Ownership    |
|                 |                     |                    |             |              |           |             | Following         | (Instr. 4)        | (Instr. 4)   |
|                 |                     |                    |             |              | (4)       |             | Reported          |                   |              |
|                 |                     |                    |             |              | (A)       |             | Transaction(s)    |                   |              |
|                 |                     |                    | Code V      | Amount       | or<br>(D) | Price       | (Instr. 3 and 4)  |                   |              |
| Common<br>Stock | 10/02/2008          |                    | F           | 5,958<br>(1) | D         | \$<br>32.81 | 44,042            | 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)

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| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc | cisable and | 7. Title  | and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------|--------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orNumber   | Expiration Da | ate         | Amount    | t of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Underly   | ing    | Security    | Secur  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | 9             |             | Securitie | es     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. 3 | and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |             |           |        |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |             |           |        |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |           |        |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |           |        |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |           |        |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |           |        |             |        |
|             |             |                     |                    |            |            |               |             | Δ         | Amount |             |        |
|             |             |                     |                    |            |            |               |             | 0         |        |             |        |
|             |             |                     |                    |            |            |               | Expiration  |           | Number |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |           | of     |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |           | Shares |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 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, 10/03/2008 Attorney-in-Fact

\*\*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).
- On October 2, 2008, the Reporting Person vested as to 16,667 restricted stock units; the Issuer withheld 5,958 shares of its Common Stock otherwise issuable in settlement of the vesting of these RSUs to fulfill witholding 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.

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