DEWALT DAVID G

Form 4 April 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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subject to Section 16. Form 4 or Form 5 obligations may continue.

if no longer

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A	Address of Repo	orting Person *	2. Issuer Name and 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)	X Director 10% Owner			
C/O MCAFEE, INC., 5000			04/02/2009	X Officer (give title Other (specify			
HEADQUARTERS DRIVE				below) below) CEO, President & Director			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PLANO, T	X 75024		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
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(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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	04/02/2009		Code V A	Amount 41,667 (1)	(D)	Price \$ 0	187,628	D	
Common Stock							91,788	I	By DeWalt Family Trust
Common Stock	04/02/2009		F	19,062 (1)	D	\$ 34.59	145,961	D	
Common Stock							114,393	I	By DeWalt Family

Trust

SEC 1474

(9-02)

9. Nu

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)
	Derivative				Securities	S		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable Date	•	Title	Number	
							Dute		of	
				Code V	(A) (D)				Shares	

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(e.g., puts, calls, warrants, options, convertible securities)

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips							
	Director	10% Owner	Officer	Other				
DEWALT DAVID G C/O MCAFEE, INC. 5000 HEADQUARTERS DRIVE PLANO, TX 75024	X		CEO, President & Director					

Date

Signatures

/s/ Jared Ross, 04/06/2009 Attorney-in-Fact **Signature of Reporting Person

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 April 2, 2009, the Reporting Person vested as to 41,667 stock units; the Issuer withheld 19,062 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.

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