

DE CESARE MICHAEL P  
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 \*  
DE CESARE MICHAEL P

(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)  
EVP Worldwide Sales Operations

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)
				Code	V	Amount			
Common Stock	02/28/2011		D			68,564	D	<u>(1)</u> 14,199 <u>(2)</u>	D
Common Stock	02/28/2011		D			<u>(2)</u> 14,199	D	<u>(3)</u> 0	D
Common Stock	02/28/2011		A			<u>(4)</u> 14,733	A	\$ 0 14,733	D
Common Stock	02/28/2011		A			<u>(5)</u> 14,733	A	\$ 0 29,466	D
Common Stock	02/28/2011		D			29,466	D	<u>(6)</u> 0	D



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Pursuant to the Merger Agreement between the Issuer and Intel Corporation ("Intel") 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.

(3) Pursuant to the Merger Agreement, the restricted stock units will be assumed by Intel and converted into a restricted stock unit for 2.217192 shares of Intel common stock per share of MFE common stock.

Shares are represented by performance share units subject to the achievement of certain performance objectives. Pursuant to the Change of Control and Retention Agreement effective February 1, 2010 between the Reporting Person and the Issuer (the "Change of Control Agreement"), upon the effectiveness of the merger, the February 17, 2009 performance share unit award was converted to provide for vesting as if the award had been granted originally with a four-year vesting schedule, except to the extent the award is not fully vested at the 18-month anniversary of the merger, in which case it will fully vest on such 18-month anniversary.

(4) Shares are represented by performance share units subject to the achievement of certain performance objectives. Pursuant to the Change of Control Agreement, upon the effectiveness of the merger, the February 16, 2010 performance share unit award was converted to provide for vesting as if the award had been granted originally with a four-year vesting schedule, except to the extent the award is not fully vested at the 18-month anniversary of the merger, in which case it will fully vest on such 18-month anniversary.

(5) Pursuant to the Merger Agreement, the performance share units will be assumed by Intel and converted into an award with time based vesting for 2.217192 shares of Intel common stock per share of MFE common stock.

(6) The option was granted on October 29, 2007 and provided for vesting of one-fourth of the shares subject to the option on October 29, 2008 and one thirty-sixth of the remaining shares vest monthly over the following thirty-six months.

(7) Pursuant to the Merger Agreement, the option will be assumed by Intel and converted into an option to purchase 2.217192 shares of Intel common stock for each share of MFE common stock at an exercise price equal to the current exercise price divided by 2.217192 per share.

(8) The option was granted on February 16, 2010 and provided for vesting of one-fourth of the shares subject to the option on February 16, 2011 and one thirty-sixth of the remaining shares vest monthly over the following thirty-six months.

(9) 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.