

McAfee, Inc.
Form 4
May 31, 2005

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 *
HODGES VERNON EUGENE

(Last) (First) (Middle)

3965 FREEDOM CIRCLE

(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)
05/27/2005

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)
President

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 (A) or (D) Price		
Common Stock	05/27/2005		M		71,876 A \$ 16.9375	D	
Common Stock	05/27/2005		D		4,300 D \$ 28 67,576	D	
Common Stock	05/27/2005		D		400 D \$ 28.01 67,176	D	
Common Stock	05/27/2005		D		5,700 D \$ 28.02 61,476	D	
Common Stock	05/27/2005		D		4,700 D \$ 28.03 56,776	D	

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Common Stock	05/27/2005	D	3,700	D	\$ 28.04	53,076	D
Common Stock	05/27/2005	D	8,200	D	\$ 28.05	44,876	D
Common Stock	05/27/2005	D	4,300	D	\$ 28.06	40,576	D
Common Stock	05/27/2005	D	8,400	D	\$ 28.07	32,176	D
Common Stock	05/27/2005	D	7,800	D	\$ 28.08	24,376	D
Common Stock	05/27/2005	D	1,100	D	\$ 28.13	23,276	D
Common Stock	05/27/2005	D	1,200	D	\$ 28.14	22,076	D
Common Stock	05/27/2005	D	1,900	D	\$ 28.15	20,176	D
Common Stock	05/27/2005	D	76	D	\$ 28.17	20,100	D
Common Stock	05/27/2005	D	700	D	\$ 28.19	19,400	D
Common Stock	05/27/2005	D	17,000	D	\$ 28.2	2,400	D
Common Stock	05/27/2005	D	2,400	D	\$ 28.21	0	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.

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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	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Stock									
Options (Right to Buy)	\$ 16.9375	05/27/2005		M	71,876	<u>(1)</u>	10/18/2009	Common Stock	71,876

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HODGES VERNON EUGENE 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054			President	

Signatures

Kent H. Roberts, Attorney-In-Fact for Gene Hodges	05/31/2005
<u> </u> **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) 25% of the shares subject to the option shall vest one year from the date of grant and the remaining 75% shall vest monthly until the option is fully vested.

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.