

McAfee, Inc.
Form 4
August 12, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PANGIA ROBERT W

(Last) (First) (Middle)

**C/O MCAFEE, INC., 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)
08/10/2009

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)

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 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	08/10/2009		M		10,000	A \$ 7.9	10,059 D
Common Stock	08/10/2009		S		9,950	D \$ 42.5	109 D
Common Stock	08/10/2009		S		50	D \$ 42.51	59 D
Common Stock	08/11/2009		M		10,000	A \$ 7.9	10,059 D
Common Stock	08/11/2009		S		10,000	D \$ 42.75	59 D

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Common Stock	08/12/2009	M	5,000	A	\$ 7.9	5,059	D
Common Stock	08/12/2009	S	5,000	D	\$ 43.25	59	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)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 7.9	08/10/2009		M	10,000	<u>(1)</u>	04/17/2011	Common Stock		10,000
Director Stock Option (Right to Buy)	\$ 7.9	08/11/2009		M	10,000	<u>(1)</u>	04/17/2011	Common Stock		10,000
Director Stock Option (Right to Buy)	\$ 7.9	08/12/2009		M	5,000	<u>(1)</u>	04/17/2011	Common Stock		5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PANGIA ROBERT W C/O MCAFEE, INC.	X

3965 FREEDOM CIRCLE
SANTA CLARA, CA 95054

Signatures

/s/ Jared Ross,
Attorney-in-Fact

08/12/2009

__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) On April 17, 2001, the Reporting Person was granted stock options to purchase 37,500 shares of stock, 1/3 of which vested on each of the first, second and third anniversaries 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.

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