

DENEND LESLIE G
Form 4
November 09, 2010

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 *
DENEND LESLIE G

(Last) (First) (Middle)

C/O MCAFEE, INC., 5000
HEADQUARTERS DRIVE

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
McAfee, Inc. [MFE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2010

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 (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	11/05/2010		M		25,000	A	\$ 26.5
							30,357
Common Stock	11/05/2010		S		25,000	D	\$ 47.2427
							5,357
Common Stock	11/05/2010		M		20,000	A	\$ 22.3
							25,357
Common Stock	11/05/2010		S		20,000	D	\$ 47.25
							5,357
Common Stock	11/05/2010		M		20,000	A	\$ 35.22
							25,357

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Common Stock	11/05/2010	S	20,000	D	\$ 47.2575	5,357	D
Common Stock	11/05/2010	M	15,000	A	\$ 36.18	20,357	D
Common Stock	11/05/2010	S	15,000	D	\$ 47.26	5,357	D
Common Stock	11/05/2010	M	5,563	A	\$ 37.38	10,920	D
Common Stock	11/05/2010	S	5,563	D	\$ 47.26	5,357	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options (Right to Buy)	\$ 26.5	11/05/2010		M	25,000	06/14/2008 06/14/2015	Common Stock	25,000	
Director Stock Options (Right to Buy)	\$ 22.3	11/05/2010		M	20,000	06/14/2009 06/14/2016	Common Stock	20,000	
Director Stock Options (Right to Buy)	\$ 35.22	11/05/2010		M	20,000	06/14/2010 06/14/2017	Common Stock	20,000	
	\$ 36.18	11/05/2010		M	15,000	06/14/2009 06/14/2018		15,000	

Director Stock Options (Right to Buy)									Common Stock	
Director Stock Options (Right to Buy)	\$ 37.38	11/05/2010		M	5,563	04/27/2010	04/27/2019		Common Stock	5,563

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENEND LESLIE G C/O MCAFEE, INC. 5000 HEADQUARTERS DRIVE PLANO, TX 75024	X			

Signatures

/s/ Jared Ross, Attorney-in-Fact	11/09/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

Remarks:

As has been widely reported, the capital gains and personal income tax rates are expected to increase, effective January 1, 201

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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