

MILLER JEFFREY A

Form 4

March 02, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER JEFFREY A

(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)

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. 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) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
| Common Stock | 02/28/2011 | | D | 100 (A) or (D) | 3,048 (1) | D | |
| Common Stock | 02/28/2011 | | D | 3,048 (2) | 0 (3) | D | |

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (right to buy) | \$ 36.26 | 02/28/2011 | | D | | 10,000 | | <u>(4)</u> | 05/27/2018 | Common Stock | 10,000 |
| Director Stock Option (right to buy) | \$ 32.81 | 02/28/2011 | | D | | 10,995 | | <u>(6)</u> | 06/17/2017 | Common Stock | 10,995 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MILLER JEFFREY A
C/O MCAFEE, INC.
2821 MISSION COLLEGE BOULEVARD
SANTA CLARA, CA 95054

X

Signatures

/s/ Jared Ross, by power of
attorney

03/02/2011

__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) Pursuant to the Merger Agreement between the Issuer and Intel Corporation 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. Pursuant to the provisions of the 2010 Director Equity Plan and the Merger Agreement, the restricted stock units vested in full immediately prior to the closing of the merger.
- (3) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for a cash payment of \$146,304.00, which represents \$48.00 for each outstanding unit.

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- (4) Pursuant to the provisions of the Amended and Restated 1993 Stock Option Plan for Outside Directors and the Merger Agreement, the option vested in full ten days prior to the closing of the merger.
- (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$117,400.00, which represents the difference between \$48.00 and the exercise price of the option per share.
- (6) Pursuant to the provisions of the 2010 Director Equity Plan and the Merger Agreement, the option vested in full immediately prior to the closing of the merger.
- (7) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$167,014.05, which represents the difference between \$48.00 and the exercise price of the option per share.

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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