

Gebhart Todd
 Form 4
 November 17, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Gebhart Todd

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MCAFEE, INC., 5000 HEADQUARTERS DR.

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP and GM, Consumer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLANO, TX 75024

(City) (State) (Zip)

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	(D)	Price
Common Stock	11/15/2010		M		6,667	A	\$ 34.73
Common Stock	11/15/2010		S		6,667	D	\$ 47.3215
Common Stock	11/15/2010		M		11,250	A	\$ 37.47
Common Stock	11/15/2010		S		11,250	D	\$ 47.3215
Common Stock	11/15/2010		S		5,715	D	\$ 47.3201

Edgar Filing: Gebhart Todd - Form 4

Common Stock 11/15/2010 S 1,576 D \$ 47.32 31,695 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.

SEC 1474 (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)	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 34.73	11/15/2010		M	6,667	<u>(1)</u> 02/11/2018	Common Stock	6,667
Employee Stock Options (Right to Buy)	\$ 37.47	11/15/2010		M	11,250	<u>(1)</u> 08/04/2018	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gebhart Todd C/O MCAFEE, INC. 5000 HEADQUARTERS DR. PLANO, TX 75024			EVP and GM, Consumer	

Signatures

/s/ Jared Ross, Attorney-in-Fact 11/17/2010

**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 are scheduled to vest one year from the grant date and the remaining 75% of the shares are scheduled to vest monthly over the next 36 months until the option is fully vested on the fourth anniversary of the grant date.

Remarks:

As has been widely reported, the capital gains and personal income tax rates are expected to increase, effective January 1, 2018.

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.