

DEWALT DAVID G  
Form 4  
March 02, 2011

**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 \*  
DEWALT DAVID G

(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)  
CEO & 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/28/2011		A		45,194 <sup>(1)</sup>	A	\$ 0 64,745 D
Common Stock	02/28/2011		A		65,000 <sup>(2)</sup>	A	\$ 0 129,745 D
Common Stock	02/28/2011		F		27,200 <sup>(3)</sup>	D	\$ 48 102,545 D
Common Stock	02/28/2011		D		50,622	D	<sup>(4)</sup> 51,923 <sup>(5)</sup> D
Common Stock	02/28/2011		D		51,923 <sup>(5)</sup>	D	<sup>(6)</sup> 0 D

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Common Stock	02/28/2011		F	20,141	D	<u>(7)</u>	117,691	I	via DeWalt Family Trust
Common Stock	02/28/2011		D	109,308	D	<u>(4)</u>	8,383 <u>(8)</u>	I	via DeWalt Family Trust
Common Stock	02/28/2011		D	8,383 <u>(8)</u>	D	<u>(9)</u>	0	I	via DeWalt Family Trust

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 32.49	02/28/2011		D	500,000	<u>(10)</u>	04/30/2017	Common Stock	500,000
Employee Stock Option (right to buy)	\$ 32.95	02/28/2011		D	75,000	<u>(12)</u>	02/19/2018	Common Stock	75,000
Employee Stock Option (right to buy)	\$ 40.41	02/28/2011		D	193,000	<u>(13)</u>	02/16/2020	Common Stock	193,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEWALT DAVID G C/O MCAFEE, INC. 2821 MISSION COLLEGE BOULEVARD SANTA CLARA, CA 95054	X		CEO & President	

## 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) Shares are represented by performance share units subject to the achievement of certain performance objectives. Pursuant to the Change of Control and Retention Agreement effective February 1, 2010 between the Reporting Person and the Issuer (the "Change of Control Agreement"), upon the effectiveness of the merger, the February 17, 2009 performance share unit award was converted to provide for vesting as if the award had been granted originally with a four-year vesting schedule, except to the extent the award is not fully vested at the 18-month anniversary of the merger, in which case it will fully vest on such 18-month anniversary.

(2) Shares are represented by performance share units subject to the achievement of certain performance objectives. Pursuant to the Change of Control Agreement, upon the effectiveness of the merger, the February 16, 2010 performance share unit award was converted to provide for vesting as if the award had been granted originally with a four-year vesting schedule, except to the extent the award is not fully vested at the 18-month anniversary of the merger, in which case it will fully vest on such 18-month anniversary.

(3) Pursuant to the Executive Employment Agreement dated August 18, 2010 by and among the Issuer, Intel and the Reporting Person (the "Employment Agreement"), vesting of performance share units was accelerated by a period of one year at the effective time of the Merger. Accordingly, the reported shares were withheld to cover taxes in connection with the time based and accelerated vesting of 58,271 performance share unit awards.

(4) Pursuant to the Merger Agreement between the Issuer and Intel dated August 18, 2010 (the "Merger Agreement"), each share of MFE common stock will be exchanged for \$48.00 in cash.

(5) Shares are represented by performance share units.

(6) Pursuant to the Merger Agreement, the performance share units will be assumed by Intel and converted into an award with time based vesting for 2.217192 shares of Intel common stock per share of MFE common stock.

(7) Pursuant to the Employment Agreement, vesting of restricted stock units was accelerated by a period of one year at the effective time of the Merger. Accordingly, the reported shares were withheld to cover taxes in connection with the accelerated vesting of 43,148 restricted stock units.

(8) Shares are represented by restricted stock units.

(9) Pursuant to the Merger Agreement, the restricted stock units will be assumed by Intel and converted into a restricted stock unit for 2.217192 shares of Intel common stock per share of MFE common stock.

(10) The option was granted on April 30, 2007 and provided for vesting of one-fourth of the shares subject to the option on April 30, 2008 and one forty-eighth of the shares subject to the option vest monthly thereafter. Pursuant to the Employment Agreement, vesting was accelerated by a period of one year at the effective time of the Merger.

(11) Pursuant to the Merger Agreement, the option will be assumed by Intel and converted into an option to purchase 2.217192 shares of Intel common stock for each share of MFE common stock at an exercise price equal to the current exercise price divided by 2.217192 per share.

(12) The option was granted on February 19, 2008 and provided for vesting of one-fourth of the shares subject to the option on February 19, 2009 and one thirty-sixth of the remaining shares vest monthly over the following thirty-six months. Pursuant to the Employment

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Agreement, vesting was accelerated by a period of one year at the effective time of the Merger.

The option was granted on February 16, 2010 and provided for vesting of one-fourth of the shares subject to the option on February 16, (13) 2011 and one thirty-sixth of the remaining shares vest monthly over the following thirty-six months. Pursuant to the Employment Agreement, vesting was accelerated by a period of one year at the effective time of the Merger.

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.