

WEISS KEVIN M
Form 4
November 09, 2005

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 *
WEISS KEVIN M

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)
3965 FREEDOM CIRCLE

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2005

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

EVP - Worldwide Sales

(Street)
SANTA CLARA, CA 95054

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/08/2005		M		100,000 A \$ 13.3	128,100	D
Common Stock	11/08/2005		S		300 D \$ 28.28	127,800	D
Common Stock	11/08/2005		S		700 D \$ 28.29	127,100	D
Common Stock	11/08/2005		S		800 D \$ 28.3	126,300	D
Common Stock	11/08/2005		S		700 D \$ 28.32	125,600	D

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Common Stock	11/08/2005	S	2,500	D	\$ 28.33	123,100	D
Common Stock	11/08/2005	S	6,900	D	\$ 28.3	116,200	D
Common Stock	11/08/2005	S	600	D	\$ 28.35	11,500	D
Common Stock	11/08/2005	S	1,600	D	\$ 28.36	114,000	D
Common Stock	11/08/2005	S	600	D	\$ 28.37	113,400	D
Common Stock	11/08/2005	S	8,900	D	\$ 28.38	104,500	D
Common Stock	11/08/2005	S	4,400	D	\$ 28.39	100,100	D
Common Stock	11/08/2005	S	11,100	D	\$ 28.4	89,000	D
Common Stock	11/08/2005	S	1,600	D	\$ 28.41	87,400	D
Common Stock	11/08/2005	S	8,300	D	\$ 28.42	79,100	D
Common Stock	11/08/2005	S	3,100	D	\$ 28.43	76,000	D
Common Stock	11/08/2005	S	1,600	D	\$ 28.44	174,400	D
Common Stock	11/08/2005	S	8,600	D	\$ 28.45	65,800	D
Common Stock	11/08/2005	S	4,400	D	\$ 28.46	61,400	D
Common Stock	11/08/2005	S	400	D	\$ 28.47	61,000	D
Common Stock	11/08/2005	S	2,900	D	\$ 28.48	58,100	D
Common Stock	11/08/2005	S	4,300	D	\$ 28.49	53,800	D
Common Stock	11/08/2005	S	15,900	D	\$ 28.5	37,900	D
Common Stock	11/08/2005	S	300	D	\$ 28.53	37,600	D
Common Stock	11/08/2005	S	300	D	\$ 28.54	37,300	D
	11/08/2005	S	3,000	D		34,300	D

Common Stock					\$			
					28.55			
Common Stock	11/08/2005		S	1,600	D	\$	32,700	D
					28.56			
Common Stock	11/08/2005		S	4,600	D	\$	28,100	D
					28.57			

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
Stock Options (Right to Buy)	\$ 13.3	11/08/2005		M	100,000	<u>(1)</u> 10/15/2012	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS KEVIN M 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054			EVP - Worldwide Sales	

Signatures

Clarence B. Brown III, Attorney-In-Fact for Kevin M. Weiss	11/08/2005
**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).

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- (1) 25% of the shares subject to the option shall vest one year from the date of grant and the remaining 75% shall vest monthly until the option is fully vested.

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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