

Bolin Christopher S
 Form 4
 February 15, 2008

FORM 4

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

OMB APPROVAL

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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 *
 Bolin Christopher S

(Last) (First) (Middle)
 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)
 02/12/2008

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)
 EVP & CTO

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 or Price		
Common Stock	02/12/2008		S		7,072 (1) \$ 34.5045	D	0
Common Stock	02/12/2008		M		5,000 \$ 11.0625	A	5,000
Common Stock	02/12/2008		S		5,000 \$ 34.4123	D	0
Common Stock	02/12/2008		M		10,000 \$ 11.0625	A	10,000
Common Stock	02/12/2008		S		10,000 \$ 34.4123	D	0

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Common Stock	02/12/2008	M	10,000	A	\$ 16.9375	10,000	D
Common Stock	02/12/2008	S	10,000	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	4,500	A	\$ 24.5625	4,500	D
Common Stock	02/12/2008	S	4,500	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	20,000	A	\$ 21.125	20,000	D
Common Stock	02/12/2008	S	20,000	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	70,417	A	\$ 4.1875	70,417	D
Common Stock	02/12/2008	S	70,417	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	40,000	A	\$ 25.43	40,000	D
Common Stock	02/12/2008	S	40,000	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	35,000	A	\$ 16.9	35,000	D
Common Stock	02/12/2008	S	35,000	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	30,000	A	\$ 18.9	30,000	D
Common Stock	02/12/2008	S	30,000	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	70,313	A	\$ 16.75	70,313	D
Common Stock	02/12/2008	S	70,313	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	55,000	A	\$ 21.61	55,000	D
Common Stock	02/12/2008	S	55,000	D	\$ 34.4123	0	D
Common Stock	02/12/2008	M	2,083	A	\$ 6.0312	2,083	D
Common Stock	02/12/2008	S	2,083	D	\$ 34.4123	0	D
	02/12/2008	S	10,758	D		27,424 ⁽²⁾	D

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Common Stock \$ 34.4123

Common Stock 50,000 ⁽³⁾ 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 11.0625	02/12/2008		M	5,000	⁽⁴⁾ 04/20/2009	Common Stock	5,000	
Employee Stock Option (Right to Buy)	\$ 11.0625	02/12/2008		M	10,000	⁽⁴⁾ 10/01/2008	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 16.9375	02/12/2008		M	10,000	⁽⁴⁾ 10/18/2009	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 24.5625	02/12/2008		M	4,500	⁽⁴⁾ 01/04/2010	Common Stock	4,500	
Employee Stock Option	\$ 21.125	02/12/2008		M	20,000	⁽⁴⁾ 07/03/2010	Common Stock	20,000	

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 4.1875	02/12/2008	M	70,417	<u>(4)</u>	01/02/2011	Common Stock	70,417	
Employee Stock Option (Right to Buy)	\$ 25.43	02/12/2008	M	40,000	<u>(4)</u>	01/16/2012	Common Stock	40,000	
Employee Stock Option (Right to Buy)	\$ 16.9	02/12/2008	M	35,000	<u>(4)</u>	01/02/2013	Common Stock	35,000	
Employee Stock Option (Right to Buy)	\$ 18.9	02/12/2008	M	30,000	<u>(4)</u>	01/02/2014	Common Stock	30,000	
Employee Stock Option (Right to Buy)	\$ 16.75	02/12/2008	M	70,313	<u>(4)</u>	05/14/2014	Common Stock	70,313	
Employee Stock Option (Right to Buy)	\$ 21.61	02/12/2008	M	55,000	<u>(4)</u>	04/19/2015	Common Stock	55,000	
Employee Stock Option (Right to Buy)	\$ 6.0312	02/12/2008	M	2,083	<u>(4)</u>	01/02/2011	Common Stock	2,083	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bolin Christopher S 5000 HEADQUARTERS DRIVE PLANO, TX 75024			EVP & CTO	

Signatures

/s/ Charles L. Deaton,
Attorney-in-Fact

02/15/2008

__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) These shares were acquired via participation in the issuer's Employee Stock Purchase Plan.
The reportee was granted 50,000 shares of restricted stock on August 23, 2005. 16,667 shares vested on each of the first and second anniversaries of the grant, and 16,666 shares will vest on the third anniversary of the grant. The number of derivative securities beneficially owned following this reported transaction with respect to this award is comprised of the remaining 16,666 shares that will vest on the third anniversary of the grant, and 10,758 shares representing the after-tax amount of shares vested on the second anniversary of the grant.
- (3) The reportee was granted restricted stock units (RSUs) on March 7, 2006. The RSUs will vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.
- (4) 25% of the shares subject to the option shall vest one year from the date of grant and the remaining 75% shall vest monthly over the next 36 months until the option is fully vested on the fourth anniversary of the grant date.

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.