

McAfee, Inc.
Form 4
March 02, 2005

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 *
HODGES VERNON EUGENE

(Last) (First) (Middle)

3965 FREEDOM CIRCLE

(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)
03/01/2005

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2005		M		130,000	A	\$ 4.1875
Common Stock	03/01/2005		S		46,500	D	\$ 23.25
Common Stock	03/01/2005		S		19,100	D	\$ 23.3
Common Stock	03/01/2005		S		300	D	\$ 23.31
Common Stock	03/01/2005		S		200	D	\$ 23.35

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Common Stock	03/01/2005	S	300	D	\$ 23.36	63,600	D
Common Stock	03/01/2005	S	6,800	D	\$ 23.37	56,800	D
Common Stock	03/01/2005	S	8,900	D	\$ 23.38	47,900	D
Common Stock	03/01/2005	S	2,900	D	\$ 23.39	45,000	D
Common Stock	03/01/2005	S	44,700	D	\$ 23.4	300	D
Common Stock	03/02/2005	S	300	D	\$ 23.41	0	D
Common Stock	03/02/2005	M	102,814	A	\$ 4.1875	102,814	D
Common Stock	03/02/2005	S	51,300	D	\$ 23.25	51,514	D
Common Stock	03/02/2005	S	19,500	D	\$ 23.3	32,014	D
Common Stock	03/02/2005	S	1,000	D	\$ 23.32	31,014	D
Common Stock	03/02/2005	S	21,600	D	\$ 23.35	9,414	D
Common Stock	03/02/2005	S	100	D	\$ 23.39	9,314	D
Common Stock	03/02/2005	S	600	D	\$ 23.45	8,714	D
Common Stock	03/02/2005	S	900	D	\$ 23.46	7,814	D
Common Stock	03/02/2005	S	1,948	D	\$ 23.47	5,866	D
Common Stock	03/02/2005	S	3,100	D	\$ 23.48	2,766	D
Common Stock	03/02/2005	S	2,000	D	\$ 23.49	766	D
Common Stock	03/02/2005	S	766	D	\$ 23.5	0	D
Common Stock	03/02/2005	M	7,234	A	\$ 11.0625	7,234	D
Common Stock	03/02/2005	S	7,034	D	\$ 23.5	200	D
	03/02/2005	S	200	D	\$ 23.52	0	D

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Common
Stock

Common Stock 03/02/2005 M 1,687 A \$ 9.71 1,687 D

Common Stock 03/02/2005 S 1,687 D \$ 23.6 0 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (right to buy)	\$ 4.1875	03/01/2005		M	130,000	<u>(1)</u> 01/02/2011	Common Stock	130,000	
Employee Stock Option (right to buy)	\$ 4.1875	03/02/2005		M	102,814	<u>(1)</u> 01/02/2011	Common Stock	102,814	
Employee Stock Option (right to buy)	\$ 11.0625	03/02/2005		M	7,234	<u>(1)</u> 04/20/2009	Common Stock	7,234	
Employee Stock Option (right to buy)	\$ 9.71	03/02/2005		M	1,687	09/22/1999 09/22/2009	Common Stock	1,687	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HODGES VERNON EUGENE 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054			President	

Signatures

Gene Hodges 03/02/2005

__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).
- (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. 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.