

Bolin Christopher S
Form 4
February 15, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

EVP & CTO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/12/2008		S	(A) or (D) 7,072 (1) \$ 34.5045	0	D	
Common Stock	02/12/2008		M	5,000 A \$ 11.0625	5,000	D	
Common Stock	02/12/2008		S	5,000 D \$ 34.4123	0	D	
Common Stock	02/12/2008		M	10,000 A \$ 11.0625	10,000	D	
Common Stock	02/12/2008		S	10,000 D \$ 34.4123	0	D	

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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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(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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.0625	02/12/2008		M		5,000		<u>(4)</u>	04/20/2009	Common Stock	5,000
Employee Stock Option (Right to Buy)	\$ 11.0625	02/12/2008		M		10,000		<u>(4)</u>	10/01/2008	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 16.9375	02/12/2008		M		10,000		<u>(4)</u>	10/18/2009	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 24.5625	02/12/2008		M		4,500		<u>(4)</u>	01/04/2010	Common Stock	4,500
Employee Stock Option	\$ 21.125	02/12/2008		M		20,000		<u>(4)</u>	07/03/2010	Common Stock	20,000

(Right to
Buy)Employee
Stock

Option	\$ 4.1875	02/12/2008	M	70,417	<u>(4)</u>	01/02/2011	Common Stock	70,417
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(Right to
Buy)Employee
Stock

Option	\$ 25.43	02/12/2008	M	40,000	<u>(4)</u>	01/16/2012	Common Stock	40,000
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(Right to
Buy)Employee
Stock

Option	\$ 16.9	02/12/2008	M	35,000	<u>(4)</u>	01/02/2013	Common Stock	35,000
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(Right to
Buy)Employee
Stock

Option	\$ 18.9	02/12/2008	M	30,000	<u>(4)</u>	01/02/2014	Common Stock	30,000
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(Right to
Buy)Employee
Stock

Option	\$ 16.75	02/12/2008	M	70,313	<u>(4)</u>	05/14/2014	Common Stock	70,313
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(Right to
Buy)Employee
Stock

Option	\$ 21.61	02/12/2008	M	55,000	<u>(4)</u>	04/19/2015	Common Stock	55,000
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(Right to
Buy)Employee
Stock

Option	\$ 6.0312	02/12/2008	M	2,083	<u>(4)</u>	01/02/2011	Common Stock	2,083
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(Right to
Buy)

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
- (2) 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.

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