

McAfee, Inc.

Form 4

November 02, 2005

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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAMENUK GEORGE

(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)
11/01/2005

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)

Chairman and CEO

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	11/01/2005		M		125,000	A	\$ 4.9375	142,500	D	
Common Stock	11/01/2005		S		2,100	D	\$ 29.89	140,400	D	
Common Stock	11/01/2005		S		1,400	D	\$ 29.91	139,000	D	
Common Stock	11/01/2005		S		2,600	D	\$ 29.92	136,400	D	
Common Stock	11/01/2005		S		1,000	D	\$ 29.93	135,400	D	

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Common Stock	11/01/2005	S	300	D	\$ 29.94	135,100	D
Common Stock	11/01/2005	S	1,000	D	\$ 29.95	134,100	D
Common Stock	11/01/2005	S	100	D	\$ 29.96	134,000	D
Common Stock	11/01/2005	S	900	D	\$ 29.62	133,100	D
Common Stock	11/01/2005	S	1,600	D	\$ 29.63	131,500	D
Common Stock	11/01/2005	S	2,600	D	\$ 29.64	128,900	D
Common Stock	11/01/2005	S	100	D	\$ 29.67	128,800	D
Common Stock	11/01/2005	S	1,200	D	\$ 29.68	127,600	D
Common Stock	11/01/2005	S	4,000	D	\$ 29.69	123,600	D
Common Stock	11/01/2005	S	2,500	D	\$ 29.7	121,100	D
Common Stock	11/01/2005	S	100	D	\$ 29.71	121,000	D
Common Stock	11/01/2005	S	500	D	\$ 29.72	120,500	D
Common Stock	11/01/2005	S	1,600	D	\$ 29.73	118,900	D
Common Stock	11/01/2005	S	3,400	D	\$ 29.74	115,500	D
Common Stock	11/01/2005	S	3,900	D	\$ 29.75	111,600	D
Common Stock	11/01/2005	S	1,500	D	\$ 29.76	110,100	D
Common Stock	11/01/2005	S	1,300	D	\$ 29.79	108,800	D
Common Stock	11/01/2005	S	2,300	D	\$ 29.8	106,500	D
Common Stock	11/01/2005	S	100	D	\$ 29.82	106,400	D
Common Stock	11/01/2005	S	3,500	D	\$ 29.84	102,900	D
	11/01/2005	S	4,900	D	\$ 29.85	98,000	D

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Common
Stock

Common Stock	11/01/2005	S	3,200	D	\$ 29.86	94,800	D
Common Stock	11/01/2005	S	4,600	D	\$ 29.87	90,200	D
Common Stock	11/01/2005	S	2,800	D	\$ 29.88	87,400	D
Common Stock	11/01/2005	S	3,700	D	\$ 29.89	83,700	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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
Stock Options (Right to Buy)	\$ 4.9375	11/01/2005		M		125,000		<u>(1)</u>	01/03/2011	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SAMENUK GEORGE 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054	X Chairman and CEO

Signatures

Kent H. Roberts, Attorney in Fact for George
Samenuk 11/03/2005

__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.

Remarks:

Form 1 of 2

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