

McAfee, Inc.
Form 4
December 06, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HODGES VERNON EUGENE

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)

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

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

3965 FREEDOM CIRCLE

12/02/2004

President

(Street)

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

SANTA CLARA, CA 95054

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/02/2004		M	208 A \$ 12.96	208	I	By Spouse ⁽¹⁾
Common Stock	12/02/2004		S	208 ⁽²⁾ D \$ 28.71	0	I	By Spouse ⁽¹⁾
Common Stock	12/02/2004		M	156 A \$ 17.62	156	I	By Spouse ⁽¹⁾
Common Stock	12/02/2004		S	156 ⁽²⁾ D \$ 28.71	0	I	By Spouse ⁽¹⁾
Common Stock	12/03/2004		M	83 A \$ 16.9	83	I	By Spouse ⁽¹⁾

Edgar Filing: McAfee, Inc. - Form 4

Common Stock	12/03/2004	S	83 ⁽²⁾	D	\$ 29.4	0	I	By Spouse ⁽¹⁾
Common Stock	12/03/2004	M	5,000	A	\$ 24.5625	5,000	I	By Spouse ⁽¹⁾
Common Stock	12/03/2004	S	5,000 ⁽²⁾	D	\$ 29.56	0	I	By Spouse ⁽¹⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.96	12/02/2004		M	208	⁽³⁾ 07/02/2011	Common Stock	208	
Employee Stock Option (right to buy)	\$ 17.62	12/02/2004		M	156	⁽³⁾ 07/01/2012	Common Stock	156	
Employee Stock Option (right to buy)	\$ 16.9	12/03/2004		M	83	⁽³⁾ 01/02/2013	Common Stock	83	
Employee Stock Option (right to buy)	\$ 24.5625	12/03/2004		M	5,000	⁽³⁾ 01/04/2010	Common Stock	5,000	

buy)

Reporting Owners

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

Signatures

Kent H. Roberts, 12/06/2004
Attorney-in-Fact

__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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of section 16 or for any other purpose.
- (2) The sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse on May 14, 2004.
- (3) 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.