

McAfee, Inc.
Form 4
March 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
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(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
____X____ Officer (give title ____ Other (specify
below) below)

President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2005		M		130,000	A	\$ 4.1875 130,000
Common Stock	03/01/2005		S		46,500	D	\$ 23.25 83,500
Common Stock	03/01/2005		S		19,100	D	\$ 23.3 64,400
Common Stock	03/01/2005		S		300	D	\$ 23.31 64,100
Common Stock	03/01/2005		S		200	D	\$ 23.35 63,900

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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
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Common Stock	03/02/2005	S	1,687	D	\$ 23.6	0	D
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
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.

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