McAfee, Inc. Form 4 July 05, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person <u>*</u> Kerrigan William

(First) (Middle)

3965 FREEDOM CIRCLE

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

McAfee, Inc. [MFE]

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

07/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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burden hours per

(Check all applicable)

____ Director _____ 10% Owner _____ Noticer (give title _____ Other (specify

below) below)

Executive VP, McAfee Consumer

6. Individual or Joint/Group Filing(Check

Applicable Line)
X Form filed by One Reporting Person

____ Form filed by More than One Reporting

Person

SANTA CLARA, CA 95054

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/03/2006		A	416	A	\$ 12.83	416	D	
Common Stock	07/03/2006		S <u>(1)</u>	416	D	\$ 24.22	0	D	
Common Stock	07/03/2006		A	2,083	A	\$ 14.41	2,083	D	
Common Stock	07/03/2006		S <u>(1)</u>	2,083	D	\$ 24.22	0	D	
Common Stock	07/03/2006		A	520	A	\$ 16.9	520	D	

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Common Stock	07/03/2006	S(1)	520	D	\$ 24.22	0	D
Common Stock	07/03/2006	A	1,562	A	\$ 16.57	1,562	D
Common Stock	07/03/2006	S <u>(1)</u>	1,562	D	\$ 24.22	0	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. Transactic Code (Instr. 8)	5. Number ion f 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. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 12.83	07/03/2006		M	416	<u>(2)</u>	07/01/2013	Common Stock	416	\$
Stock Options (Right to Buy)	\$ 14.41	07/03/2006		M	2,083	<u>(2)</u>	08/19/2012	Common Stock	2,083	\$
Stock Options (Right to Buy)	\$ 16.9	07/03/2006		M	520	(2)	01/02/2013	Common Stock	520	\$
Stock Options (Right to Buy)	\$ 16.57	07/03/2006		M	1,562	(2)	05/04/2014	Common Stock	1,562	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kerrigan William 3965 FREEDOM CIRCLE SANTA CLARA, CA 95054

Executive VP, McAfee Consumer

Signatures

Clarence Brown, Attorney-in-Fact for William Kerrigan

07/05/2006

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) 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.

Reporting Owners 3