

McAfee, Inc.  
Form 4  
March 02, 2005

**FORM 4**

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

OMB APPROVAL

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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

(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 below) \_\_\_ Other (specify 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
Common Stock	03/01/2005		S		46,500	D	\$ 23.25
Common Stock	03/01/2005		S		19,100	D	\$ 23.3
Common Stock	03/01/2005		S		300	D	\$ 23.31
Common Stock	03/01/2005		S		200	D	\$ 23.35

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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

Common Stock 03/02/2005 S 1,687 D \$ 23.6 0 D

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

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**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
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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