

Watzinger Gerhard  
Form 3  
November 06, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

## INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Watzinger Gerhard</p> <p>(Last) (First) (Middle)</p> <p>C/O MCAFEE, INC., 5000 HEADQUARTERS DR.</p> <p>(Street)</p> <p>PLANO, TX 75024</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/27/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>McAfee, Inc. [MFE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP Strategy &amp; Business Dev.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,002 <sup>(1)</sup>	D	^
Common Stock <sup>(2)</sup>	41,944 <sup>(2)</sup>	D	^
Common Stock <sup>(3)</sup>	13,333 <sup>(3)</sup>	D	^
Common Stock <sup>(4)</sup>	21,700 <sup>(4)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	Â <u>(5)</u>	05/16/2016	Common Stock	45,259	\$ 15.18	D	Â
Employee Stock Options (Right to Buy)	Â <u>(6)</u>	01/12/2017	Common Stock	33,004	\$ 29.26	D	Â
Employee Stock Options (Right to Buy)	Â <u>(7)</u>	08/04/2018	Common Stock	33,750	\$ 37.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watzinger Gerhard C/O MCAFEE, INC. 5000 HEADQUARTERS DR. PLANO, TX 75024	Â	Â	Â EVP Strategy & Business Dev.	Â

## Signatures

/s/ Jared Ross,  
Attorney-in-Fact

11/06/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 701 and 875 shares of the Issuer's common stock acquired on November 28, 2008 and May 29, 2009, respectively, through the McAfee, Inc. 2002 Employee Stock Purchase Plan.
- (2) On February 11, 2008, the Reporting Person was granted 62,917 stock units, 1/3 of which are scheduled to vest on each of the first, second and third anniversaries of November 19, 2007 (the date of the acquisition of the Reporting Person's then ultimate employer, SafeBoot Holding BV, by an indirect wholly-owned subsidiary of the Issuer).
- (3) On August 4, 2008, the Reporting Person was granted 20,000 stock units, 1/3 of which are scheduled to vest on each of the first, second and third anniversaries of the grant date.
- (4) On February 17, 2009, the Reporting Person was granted 21,700 stock units, 1/3 of which are scheduled to vest on each of the first, second and third anniversaries of the grant date.
- (5) On May 16, 2006, the Reporting Person was granted stock options to purchase shares of stock of the Reporting Person's then ultimate employer, SafeBoot Holding BV. On November 19, 2007, an indirect wholly-owned subsidiary of the Issuer acquired SafeBoot Holding BV and the Issuer assumed the Reporting Person's remaining stock options to purchase 75,777 shares of the Issuer's common stock (on an as-converted basis). 1/3 of the 75,777 shares subject to the stock options are scheduled to vest on each of the second, third and fourth anniversaries of the grant date.
- (6) On January 12, 2007, the Reporting Person was granted stock options to purchase 66,008 shares of the Issuer's common stock (on an as-converted basis following the acquisition of the Reporting Person's then ultimate employer, SafeBoot Holding BV, by an indirect

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wholly-owned subsidiary of the Issuer on November 19, 2007). 25% of the shares subject to the stock options are scheduled to vest on each of the first, second, third and fourth anniversaries of the grant date.

(7) On August 4, 2008, the Reporting Person was granted stock options to purchase 45,000 shares of the Issuer's common stock. 25% of the shares subject to the stock options are scheduled to vest one year from the grant date and the remaining 75% of the shares are scheduled to vest monthly over the next 36 months until the option is fully vested on the fourth anniversary of the grant date.

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.