

McAfee, Inc.  
Form 4  
May 26, 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 \*  
SAMENUK GEORGE

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

05/25/2005

Chairman and CEO

(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                    | 05/25/2005                           |  | M                              |   | 500,000   | A  | \$ 4.9375 675,000                                     |
| Common Stock                    | 05/25/2005                           |  | S                              |   | 25,200  | D  | \$ 27.0379 649,800                                    |
| Common Stock                    | 05/25/2005                           |  | S                              |   | 20,800  | D  | \$ 27.0492 629,000                                    |
| Common Stock                    | 05/25/2005                           |  | S                              |   | 25,000  | D  | \$ 27.0571 604,000                                    |
| Common Stock                    | 05/25/2005                           |  | S                              |   | 9,100   | D  | \$ 27.1063 594,900                                    |

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|              |            |   |        |   |            |         |   |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 05/25/2005 | S | 22,800 | D | \$ 27.1079 | 572,100 | D |
| Common Stock | 05/25/2005 | S | 45,900 | D | \$ 27.1154 | 526,200 | D |
| Common Stock | 05/25/2005 | S | 9,500  | D | \$ 27.1156 | 516,700 | D |
| Common Stock | 05/25/2005 | S | 9,600  | D | \$ 27.1166 | 507,100 | D |
| Common Stock | 05/25/2005 | S | 12,200 | D | \$ 27.1174 | 494,900 | D |
| Common Stock | 05/25/2005 | S | 15,200 | D | \$ 27.1438 | 479,700 | D |
| Common Stock | 05/25/2005 | S | 17,800 | D | \$ 27.1521 | 461,900 | D |
| Common Stock | 05/25/2005 | S | 15,700 | D | \$ 27.159  | 446,200 | D |
| Common Stock | 05/25/2005 | S | 23,400 | D | \$ 27.1651 | 422,800 | D |
| Common Stock | 05/25/2005 | S | 18,000 | D | \$ 27.1661 | 404,800 | D |
| Common Stock | 05/25/2005 | S | 13,300 | D | \$ 27.1695 | 391,500 | D |
| Common Stock | 05/25/2005 | S | 17,500 | D | \$ 27.1728 | 374,000 | D |
| Common Stock | 05/25/2005 | S | 18,200 | D | \$ 27.1756 | 355,800 | D |
| Common Stock | 05/25/2005 | S | 13,000 | D | \$ 27.1764 | 342,800 | D |
| Common Stock | 05/25/2005 | S | 17,400 | D | \$ 27.2022 | 325,400 | D |
| Common Stock | 05/25/2005 | S | 27,600 | D | \$ 27.2093 | 297,800 | D |
| Common Stock | 05/25/2005 | S | 14,000 | D | \$ 27.2399 | 283,800 | D |
| Common Stock | 05/25/2005 | S | 14,200 | D | \$ 27.2558 | 269,600 | D |
| Common Stock | 05/25/2005 | S | 22,300 | D | \$ 27.2579 | 247,300 | D |
| Common Stock | 05/25/2005 | S | 11,600 | D | \$ 27.2603 | 235,700 | D |
|              | 05/25/2005 | S | 19,300 | D |            | 216,400 | D |

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|              |            |   |        |   |            |         |   |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock |            |   |        |   | \$ 27.2989 |         |   |
| Common Stock | 05/25/2005 | S | 23,200 | D | \$ 27.4401 | 193,200 | D |
| Common Stock | 05/25/2005 | S | 18,200 | D | \$ 27.7389 | 175,000 | D |

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options (Right to Buy)               | \$ 4.9375  | 05/25/2005                           |  | M                              | 500,000   | <u>(1)</u> 01/03/2011                                    | Common Stock 500,000  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| SAMENUK GEORGE<br>3965 FREEDOM CIRCLE<br>SANTA CLARA, CA 95054 | X             |           | Chairman and CEO |       |

## Signatures

Kent H. Roberts, Attorney-in-Fact for George Samenuk  
 05/26/2005  
 \*\*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).

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- (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. 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.