

BASS CARL  
Form 4  
March 02, 2011

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BASS CARL**

(Last) (First) (Middle)

**C/O MCAFEE, INC., 2821  
MISSION COLLEGE  
BOULEVARD**

(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)  
**02/28/2011**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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. 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)
Common Stock	02/28/2011		D	638	D <u>(1)</u> 3,048 <u>(2)</u>	D	
Common Stock	02/28/2011		D	3,048 <u>(2)</u>	D <u>(3)</u> 0	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Option (right to buy)	\$ 32.96	02/28/2011		D	30,000	<u>(4)</u> 01/28/2018	Common Stock	30,000
Director Stock Option (right to buy)	\$ 31.47	02/28/2011		D	15,000	<u>(4)</u> 01/28/2019	Common Stock	15,000
Director Stock Option (right to buy)	\$ 37.38	02/28/2011		D	1,536	<u>(4)</u> 04/27/2019	Common Stock	1,536
Director Stock Option (right to buy)	\$ 32.81	02/28/2011		D	10,995	<u>(8)</u> 06/17/2017	Common Stock	10,995

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BASS CARL  
C/O MCAFEE, INC.  
2821 MISSION COLLEGE BOULEVARD  
SANTA CLARA, CA 95054

X

## Signatures

/s/ Jared Ross, by power of attorney

03/02/2011

\_\_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) Pursuant to the Merger Agreement between the Issuer and Intel Corporation dated August 18, 2010 (the "Merger Agreement"), each share of MFE common stock will be exchanged for \$48.00 in cash.
  - (2) Shares are represented by restricted stock units. Pursuant to the provisions of the 2010 Director Equity Plan and the Merger Agreement, the restricted stock units vested in full immediately prior to the closing of the merger.
  - (3) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for a cash payment of \$146,304.00, which represents \$48.00 for each outstanding unit.
  - (4) The option is fully vested and immediately exercisable.
  - (5) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$451,200.00, which represents the difference between \$48.00 and the exercise price of the option per share.
  - (6) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$247,950.00, which represents the difference between \$48.00 and the exercise price of the option per share.
  - (7) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$16,312.32, which represents the difference between \$48.00 and the exercise price of the option per share.
  - (8) Pursuant to the provisions of the 2010 Director Equity Plan and the Merger Agreement, the option vested in full immediately prior to the closing of the merger.
  - (9) Pursuant to the Merger Agreement, the option was cancelled in exchange for a cash payment of \$167,014.05, which represents the difference between \$48.00 and the exercise price of the option per share.

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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