McAfee, Inc. Form 3

December 06, 2006 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB APPROVAL** FORM 3 Washington, D.C. 20549 OMB 3235-0104 Number: January 31, **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** Expires: 2005 **SECURITIES** Estimated average burden hours per Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 0.5 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement McAfee, Inc. [MFE] Decker Richard J (Month/Day/Year) 11/30/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) **5000 HEADQUARTERS** (Check all applicable) DRIVE (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting SVP & CIO Person PLANO, TXÂ 75024 Form filed by More than One Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities 3. Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock (1) 50,000 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		(Instr. 4)	Price of	Derivative	(
		Title	Derivative	Security:	
			Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	(2)	07/26/2015	Common Stock	80,000	\$ 28.81	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting o when runne / runness	Director	10% Owner	Officer	Other	
Decker Richard J 5000 HEADQUARTERS DRIVE PLANO, TX 75024	Â	Â	SVP & CIO	Â	
Signatures					
Clarence Brown, Attorney-in-Fact for Richard J. Decker			12/05/2006		
**Signature of Reporting Pers		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).

The reportee was granted restricted stock units (RSUs) by McAfee, Inc.'s Board of Directors on March 7, 2006. The RSUs will vest 50%
(1) on the second anniversary of the grant date and 50% on the third anniversary of the grant date. The RSUs are not exercisable prior to vesting.

(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.