

3M CO
Form 4
February 17, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MacDonald Robert D III

(Last) (First) (Middle)
3M CENTER

(Street)

ST. PAUL, MN 55144

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
3M CO [MMM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

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)
VICE PRESIDENT MARKETING

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. 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	02/16/2005		M	3,490 A \$ 28.6348	16,058	D	
Common Stock	02/16/2005		F	1,159 D \$ 86.175	14,899	D	
Common Stock	02/16/2005		M	1,318 A \$ 61.85	16,217	D	
Common Stock	02/16/2005		F	945 D \$ 86.175	15,272	D	
Common Stock	02/16/2005		F	121 D \$ 86.175	15,151	D	

Edgar Filing: 3M CO - Form 4

Common Stock	02/16/2005	M	1,493	A	\$ 61.85	16,644	D	
Common Stock	02/16/2005	F	1,071	D	\$ 86.175	15,573	D	
Common Stock	02/16/2005	F	137	D	\$ 86.175	15,436	D	
Common Stock						1,711	I	by 401k/PAESOP Trust
Common Stock						9,614	I	by Spouse

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 28.6348	02/16/2005		M	3,490	05/09/1996 05/09/2005	Common Stock	3,490
Non-Qualified Stock Option (right to buy)	\$ 61.85	02/16/2005		M	1,318	11/13/2003 05/06/2005	Common Stock	1,318
Non-Qualified Stock Option (right to buy)	\$ 61.85	02/16/2005		M	1,493	11/13/2003 05/06/2005	Common Stock	1,493

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

Edgar Filing: 3M CO - Form 4

Director 10% Owner Officer Other

MacDonald Robert D III
3M CENTER
ST. PAUL, MN 55144

VICE PRESIDENT MARKETING

Signatures

By: George Ann Biros For: Robert D
MacDonald

02/16/2005

__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).

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.