

3M CO
Form 4
February 23, 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 *
NOZARI M S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EXEC VP CONSUMER & OFFICE

(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

(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	02/18/2005		M		4,555	A	\$ 57.075
Common Stock	02/18/2005		F		3,022	D	\$ 86
Common Stock	02/18/2005		F		500	D	\$ 86
Common Stock	02/18/2005		M		620	A	\$ 62.675
Common Stock	02/18/2005		F		451	D	\$ 86

Edgar Filing: 3M CO - Form 4

Common Stock	02/18/2005	F	54	D	\$ 86	75,864	D	
Common Stock	02/18/2005	M	26,173	A	\$ 58.625	102,037	D	
Common Stock	02/18/2005	F	17,841	D	\$ 86	84,196	D	
Common Stock	02/18/2005	F	2,724	D	\$ 86	81,472	D	
Common Stock	02/18/2005	M	37,123	A	\$ 58.625	118,595	D	
Common Stock	02/18/2005	F	25,306	D	\$ 86	93,289	D	
Common Stock	02/18/2005	F	5,045	D	\$ 86	88,244	D	
Common Stock	02/18/2005	M	34,822	A	\$ 61.85	123,066	D	
Common Stock	02/18/2005	F	25,043	D	\$ 86	98,023	D	
Common Stock	02/18/2005	F	4,175	D	\$ 86	93,848	D	
Common Stock						4,030	I	by 401k/PAESOP Trust

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 57.075	02/18/2005		M		4,555	08/12/2002 05/06/2005	Common Stock

Edgar Filing: 3M CO - Form 4

Non-Qualified Stock Option (right to buy)	\$ 58.625	02/18/2005	M	26,173	05/08/2002	05/08/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 58.625	02/18/2005	M	37,123	05/08/2002	05/08/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 61.85	02/18/2005	M	34,822	05/14/2004	05/12/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.675	02/18/2005	M	620	11/05/2003	05/06/2005	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86	02/18/2005	A	20,565	08/18/2005	05/06/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86	02/18/2005	A	30,351	08/18/2005	05/06/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86	02/18/2005	A	29,218	08/18/2005	05/13/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOZARI M S			EXEC VP CONSUMER & OFFICE	

Signatures

By: George Ann Biros For: Mohammed S Nozari
 02/22/2005

**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.