UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the year ended December 31, 1999

Commission file number 1-3285

MINNESOTA MINING AND MANUFACTURING COMPANY

State of Incorporation: Delaware
I.R.S. Employer Identification No. 41-0417775
Executive offices: 3M Center, St. Paul, Minnesota 55144
Telephone number: (651) 733-1110

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock, Par Value $.50 Per Share	New York Stock Exchange
	Pacific Exchange
	Chicago Stock Exchange

Note: The common stock of the registrant is also traded on the Swiss stock exchange.

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

The aggregate market value of voting stock held by nonaffiliates of the registrant, based on the closing price of $93.63 per share as reported on the New York Stock Exchange-Composite Index on January 31, 2000, was $37.3 billion.

Shares of common stock outstanding at January 31, 2000: 398,589,389.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the following documents are incorporated by reference in Parts III and IV of this Form 10-K: (1) Proxy Statement for registrant's 2000 annual meeting, (2) Form 10-Q for period ended June 30, 1987; Form 8-K dated November 20, 1996; Form 8-K dated June 30, 1997, (3) Registration Nos. 33-48089 and 333-30689.

This document contains 62 pages.
The exhibit index is set forth on page 57.

MINNESOTA MINING AND MANUFACTURING COMPANY
FORM 10-K
For the Year Ended December 31, 1999

PART I

Item 1. Business.

Minnesota Mining and Manufacturing Company was incorporated in 1929 under the laws of the State of Delaware to continue operations, begun in 1902, of a Minnesota corporation of the same name. As used herein, the term "3M" or "company" includes Minnesota Mining and Manufacturing Company and subsidiaries unless the context otherwise indicates.

General

3M is an integrated enterprise characterized by substantial intercompany cooperation in research, manufacturing and marketing of products. 3M's business has developed from its research and technology in coating and bonding for coated abrasives, the company's original product. Coating and bonding is the process of applying one material to another, such as abrasive granules to paper or cloth (coated abrasives), adhesives to a backing (pressure-sensitive tapes), ceramic

coating to granular mineral (roofing granules), glass beads to plastic backing (reflective sheeting), and low-tack adhesives to paper (repositionable notes).

3M is among the leading manufacturers of products for many of the markets it serves. In all cases, 3M products are subject to direct or indirect competition. Most 3M products involve expertise in product development, manufacturing and marketing, and are subject to competition from products manufactured and sold by other technically oriented companies.

At December 31, 1999, the company employed 70,549 people.

Business Segments
Financial information and other disclosures relating to 3M's six business segments and operations in various geographic areas are provided in the Notes to Consolidated Financial Statements. 3M's six business segments bring together common or related 3M technologies, enhancing the development of innovative products and services and providing for efficient sharing of business resources. These segments have worldwide responsibility for virtually all 3M product lines. Certain small businesses and staff-sponsored products, as well as various corporate assets and unallocated corporate expenses, are not assigned to the segments.

Industrial Markets: Industrial products include a wide variety of coated and nonwoven abrasives, adhesives, pressure-sensitive tapes, and specialty products. Industry-specialized organizations include distribution and key account management, converter channels, automotive aftermarkets, aerospace, marine and recreational vehicles.

Major product lines include vinyl, polyester, foil and specialty industrial tapes and adhesives; Scotch brand masking, filament and packaging tapes; packaging equipment; 3M brand VHB brand bonding tapes; conductive, low surface energy, hot melt,

spray and structural adhesives; reclosable fasteners; label materials for durable goods; coated, nonwoven and microstructured surface finishing and grinding abrasives; and products for maintaining and repairing vehicles, boats, airplanes and other vehicles.

Transportation, Graphics and Safety Markets: This segment provides reflective sheeting, high-performance graphics, respirators, automotive components, security products and optical films.

In transportation, 3M provides reflective sheetings used on highway signs, vehicle license plates, construction workzone devices, trucks and other vehicles. Major commercial graphic products include equipment, films, inks and related products used to produce graphics for vehicles and signs. The company also sells maintenance-free and reusable respirators. Major automotive products include body side-molding and trim; functional and decorative graphics; corrosion-resistant and abrasion-resistant films; tapes for attaching nameplates, trim and moldings; and fasteners for attaching interior panels and carpeting. Safety and security products include reflective materials that are widely used on apparel, footwear and accessories, enhancing visibility in low-light situations. Optical products include brightness enhancement films for electronic displays. Other products include spill-control sorbents, Thinsulate brand and Lite Loft brand Insulations, traffic control devices, electronic surveillance products, and films that protect against counterfeiting. On August 15, 1997, the company sold National Advertising Company, an outdoor and mall advertising subsidiary that was part of this segment.

Health Care Markets: Major product categories include skin health, medical/surgical supplies, infection prevention, microbiology, health care information systems, pharmaceuticals, drug delivery systems, dental products and closures for disposable diapers.

In skin health, 3M is a supplier of medical tapes, dressings and wound closures. In infection prevention, 3M markets a variety of surgical drapes, masks and preps, as well as sterilization assurance equipment. 3M also provides microbiology products, which make it faster and easier for food processors to test for microbiological quality of food. In health information systems, 3M markets computer software for hospital coding and data classification, as well as related consulting services. The health care segment also provides medical supplies and some devices, including orthopedic casting materials, electrodes and stethoscopes.

This segment also serves the pharmaceutical and dental markets, as well as manufacturers of disposable diapers. Among ethical pharmaceuticals are immune response modifiers, and respiratory and women's health

products. Other products include drug-delivery systems, such as metered-dose inhalers, transdermal skin patches and related components. Dental products include restoratives, adhesives, finishing and polishing products, crowns, impression material, preventive sealants, professional tooth whitening, prophylaxis and orthodontic appliances. Other products include tape closures for disposable diapers, and reclosable fastening systems and other diaper components that help diapers fit better. In the second quarter of 1999, the company sold the assets of its cardiovascular systems business.

Consumer and Office Markets: Major consumer and office products include Scotch brand tapes; Post-it brand Note products, such as flags, memo pads, labels, pop-up notes and dispensers; home care products, including Scotch-Brite brand Scouring, Sponge and High Performance Products, O-Cel-O brand Sponges and Scotchgard brand Fabric Protectors; energy control products; nonwoven abrasive materials for floor maintenance and commercial cleaning; floor matting; and home improvement products, including surface-preparation and wood-finishing materials, and Filtrete brand Filters for furnaces and air conditioners. Visual communication products serve the world's office and education markets with overhead projectors and transparency films, plus equipment and materials for electronic and multimedia presentations.

Electro and Communications Markets: This segment serves the electronic, telecommunications and electrical markets. Major electronic and electrical products include packaging and interconnection devices; insulating materials, including pressure-sensitive tapes and resins; and related items. These products are used extensively by manufacturers of electronic and electrical equipment, as well as in the construction and maintenance segments of the electric utility, telephone and other industries. 3M brand Microflex Circuits utilize electronic packaging and interconnection technology, providing more connections in less space, and are used in inkjet print cartridges, cell phones and other electronic devices. Telecommunications products serve the world's telephone companies with a wide array of products for fiber-optic and copper-based telephone systems. These include many innovative connecting, closure and splicing systems; maintenance products; and test equipment.

Specialty Material Markets: Major specialty materials include protective materials for furniture, fabrics and paper products; firefighting agents; fluoroelastomers for seals, tubes and gaskets in engines; engineering fluids; and high-performance fluids used in the manufacture of computer chips, and for electronic cooling and lubricating of computer hard disk drives. Other products include natural and color-coated mineral granules for asphalt shingles. In December, 1999, 3M finalized the acquisition of the outstanding minority interest in Dyneon LLC.

Discontinued Operations

In November 1995, the Board of Directors approved a plan to launch the company's data storage and imaging businesses as an independent, publicly owned company and to discontinue 3M's audio and video business. In June 1996, the Board of Directors approved the tax-free distribution by 3M of the common stock of Imation Corp. (Imation) as a special dividend of one share of Imation common stock for every 10 shares of outstanding 3M common stock held of record as of June 28, 1996. The company recorded the special dividend of Imation common stock by reducing retained earnings by $1.008 billion, which represented the carrying value of the net assets underlying the common stock distributed.

Distribution

3M products are sold directly to users and through numerous wholesalers, retailers, jobbers, distributors and dealers in a wide variety of trades in many countries around the world. Management believes that the confidence of wholesalers, retailers, jobbers, distributors and dealers in 3M and its

products, developed through long association with skilled marketing and sales representatives, has contributed significantly to 3M's position in the marketplace and to its growth. 3M has 230 sales offices and distribution centers worldwide, including nine major branch offices located in principal cities throughout the United States. 3M operates 26 sales offices and distribution centers in the United States. Internationally, 3M has 204 sales offices and distribution centers.

Research, Patents and Raw Materials

Research and product development constitute an important part of 3M's activities. Products resulting from research and development have been a major driver of 3M's growth. Research, development and related

expenses totaled $1.038 billion, $1.016 billion and $1.002 billion in 1999, 1998 and 1997, respectively. Research and development, covering basic scientific research and the application of scientific advances to the development of new and improved products and their uses, totaled $688 million, $648 million and $634 million in 1999, 1998 and 1997, respectively. Related expenses primarily include technical support provided by the laboratory for existing products.

Corporate research laboratories support research efforts of division and market laboratories. These corporate laboratories also engage in research not directly related to existing 3M product lines. Most major operating divisions have their own laboratories to improve existing products and develop new products. Research staff groups provide specialized services in instrumentation, engineering and process development. 3M also maintains an organization for technological development not sponsored by other units of the company.

3M is the owner of many domestic and foreign patents derived primarily from its research activities. 3M's business as a whole is not materially dependent upon any one patent, license or trade secret, or upon any group of related patents, licenses or trade secrets.

The company experienced no significant or unusual problems in the purchase of raw materials during 1999. It is impossible to predict future shortages of raw materials or the impact such shortages would have.

Executive Officers

Following is a list of the executive officers of 3M, their ages, present positions, the years elected to their present positions and other positions held within 3M during the past five years. All of these officers have been employed full time by 3M or a subsidiary of 3M for more than five years. All 3M officers are elected by the Board of Directors at its annual meeting, with vacancies and new positions filled at interim meetings. No family relationships exist among any of the executive officers named, nor is there any arrangement or understanding pursuant to which any person was selected as an officer.

<TABLE>

Executive Officers (continued)

<CAPTION>

Name	Age	Present Position	Year Elected to Present Position	Other Positions Held During 1995-2000
<S>	<C>	<C>	<C>	<C>
Livio D. DeSimone	63	Chairman of the Board and Chief Executive Officer	1991	
Harry C. Andrews	56	Executive Vice President, Electro and Communications Markets	1999	Vice President, Corporate Enterprise Development, 1996-1999 Managing Director, Southern Europe Region, 1996 Managing Director, 3M Italy, 1993-1996
Ronald O. Baukol	62	Executive Vice President, International Operations	1995	Vice President, Asia Pacific, Canada and Latin America, 1994-1995
John W. Benson	55	Executive Vice President, Health Care Markets	1998	Group Vice President, Industrial Markets Group, 1996-1997 Group Vice President, Abrasive, Chemical and Film Products Group, 1995 Division Vice President, Abrasive Systems Division, 1995 Managing Director, 3M United Kingdom PLC, and Managing Director, 3M Ireland Ltd., 1992-1995
Robert J. Burgstahler	55	Vice President, Finance and Administrative Services	2000	President and General Manager, 3M Canada, 1998-2000 Staff Vice President, Taxes, 1995-1998 Executive Director, Taxes, 1994-1995
William E. Coyne	63	Senior Vice President, Research and Development	1996	Vice President, Research and Development, 1994-1995
M. Kay Grenz	53	Vice President, Human Resources	1998	Staff Vice President, Human Resources Consulting and Resource Services, 1996-1998 Staff Vice President, Human Resources Corporate Services, 1992-1996
Charles E. Kiester	63	Senior Vice President,	1999	Senior Vice President, Engineering,

		Engineering, Manufacturing and Logistics		Quality and Manufacturing Services, 1993-1999
Moe S. Nozari	57	Executive Vice President, Consumer and Office Markets	1999	Group Vice President, Consumer and Office Markets Group, 1996-1999 Division Vice President, Consumer Markets, 1993-1996
David W. Powell	58	Vice President, Marketing	1999	Division Vice President, Stationery and Office Supplies Division, 1996-1999 Division Vice President, Commerical Office Supply Division, 1996 Marketing Director, 3M France, 1995-1996 Managing Director and CEO, 3M Australia Pty., Ltd. And Managing Director, Australia/New Zealand Region, 1993-1995

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<TABLE>
Executive Officers (continued)
<CAPTION>

Name	Age	Present Position	Year Elected to Present Position	Other Positions Held During 1995-2000
<S>	<C>	<C>	<C>	<C>
Charles Reich	57	Executive Vice President, Specialty Material Markets	1999	Group Vice President, Specialty Material Markets Group, 1999 Group Vice President, Chemical Markets Group, 1998 Division Vice President, Occupational Health and Environmental Safety Division, 1997-1998 Division Vice President, Dental Products Division, 1990-1997
Raymond C. Richelsen	58	Executive Vice President, Transportation, Graphics and Safety Markets	1999	Executive Vice President, Transportation, Safety and Specialty Material Markets, 1999 Executive Vice President, Transportation, Safety and Chemical Markets, 1998 Group Vice President, Traffic and Personal Safety Markets Group, 1997 Vice President and General Manager, National Advertising Company and Media Networks, Inc., 1996 Group Vice President, Audio and Video Products Group, 1995-1996 Group Vice President, Memory Technologies Group, 1991-1995
John J. Ursu	60	Senior Vice President, Legal Affairs and General Counsel	1997	Vice President, Legal Affairs and General Counsel, 1993-1996
Harold J. Wiens	53	Executive Vice President, Industrial Markets	1999	Executive Vice President, Industrial and Electro Markets, 1999 Executive Vice President, Industrial and Consumer Markets, 1998-1999 Executive Vice President, Sumitomo 3M Limited, 1995-1997 Division Vice President, Data Storage Tape Technology Division, 1994-1995

</TABLE>

Item 2. Properties.

3M's general offices, corporate research laboratories, some division laboratories and certain manufacturing facilities are located in St. Paul, Minnesota. In the United States, 3M has 26 sales offices and distribution centers in 19 states and operates 58 manufacturing facilities in 24 states. Internationally, 3M has 204 sales offices and distribution centers. The company operates 78 manufacturing and converting facilities in 39 countries outside the United States.

3M owns substantially all of its physical properties. 3M's physical facilities are highly suitable for the purposes for which they were designed.

Item 3. Legal Proceedings.

The company and certain of its subsidiaries are named as defendants in a number of actions, governmental proceedings and claims, including environmental proceedings and products liability claims involving products now or formerly manufactured and sold by the company. In some actions, the claimants seek damages as well as other relief, which, if granted, would require substantial expenditures. The company has accrued certain liabilities, which represent reasonable estimates of its probable liabilities for these matters. The company also has recorded receivables for the probable amount of insurance recoverable with respect to these matters.

Some of these matters raise difficult and complex factual and legal issues, and are subject to many uncertainties, including, but not limited to, the facts and circumstances of each particular action, the jurisdiction and forum in which each action is proceeding, and differences in applicable law. Accordingly, the company is not always able to estimate the amount of its possible future liabilities with respect to such matters.

In one such matter, LePage's Incorporated filed a lawsuit against the company in June 1997 in the United States District Court for the Eastern District of Pennsylvania alleging that certain marketing practices of the company violated antitrust laws. On October 8, 1999, the jury awarded LePage's damages of $22.8 million, which will be automatically trebled under the law. The company recorded a pre-tax charge of $73 million in the third quarter of 1999 related to the adverse jury verdict and attorneys' fees and costs. However, the recognition of this liability does not change the company's belief that the jury verdict will be ultimately overturned.

There can be no certainty that the company may not ultimately incur charges, whether for governmental proceedings and claims, products liability claims, environmental proceedings or other actions, in excess of presently established accruals. While such future charges could have a material adverse impact on the company's net income in the quarterly period in which they are recorded, the company believes that such additional charges, if any, would not have a material adverse effect on the consolidated financial position, annual results of operations, or cash flows of the company. (NOTE: The preceding sentence applies to all legal proceedings involving the company except breast implant litigation, which is discussed separately in the next section).

Breast Implant Litigation

As of December 31, 1999, the company had been named as a defendant, often with multiple co-defendants, in 3,671 lawsuits and 56 claims in various courts, all seeking damages for personal injuries from allegedly defective breast implants. These claims and lawsuits purport to represent 12,210 individual claimants. It is not yet certain how many of these lawsuits and claims involve products manufactured and sold by the company, as opposed to other manufacturers, or how many of these lawsuits and claims involve individuals who accepted benefits under the Revised Settlement Program (defined later). The company has confirmed that approximately 540 of the above individual claimants have opted out of the class action and have 3M implants. The company entered the business of manufacturing breast implants in 1977 by purchasing McGhan Medical Corporation. In 1984, the company sold the business to a corporation that also was named McGhan Medical Corporation.

The typical claim or lawsuit alleges the individual's breast implants caused one or more of a wide variety of ailments and local complications, including, but not limited to, non-specific autoimmune disease, scleroderma, lupus, rheumatoid arthritis, fibromyalgia, mixed connective tissue disease, Sjogren's Syndrome, dermatomyositis, polymyositis and chronic fatigue.

Plaintiffs in these cases typically seek monetary damages, often in unspecified amounts, and also may seek certain types of equitable relief, including requiring the company to fund the costs associated with removal of the breast implants.

A number of breast implant claims and lawsuits seek to impose liability on the company under various theories for personal injuries allegedly caused by breast implants manufactured and sold by manufacturers other than the company. These manufacturers include, but are not limited to, McGhan Medical Corporation and manufacturers that are no longer in business or that are insolvent, whose breast implants may or may not have been used in conjunction with implants manufactured and sold by the company. These claims raise many difficult and complex factual and legal issues that are subject to many uncertainties, including the

facts and circumstances of each particular claim, the jurisdiction in which each suit is brought, and differences in applicable law and insurance coverage.

A number of breast implant lawsuits seek to recover punitive damages. Any punitive damages that may be awarded against the company may or may not be covered by certain insurance policies depending on the language of the insurance policy, applicable law and agreements with insurers.

In addition to the individual suits against the company, a class action on behalf of all women with breast implants filed against all manufacturers of such implants has been conditionally certified and is pending in the United States District Court for the Northern District of Alabama (the "Court")(DANTE, ET AL., V. DOW CORNING, ET AL., U.S.D.C., N. Dist., Ala., 92-2589; part of IN RE: SILICONE GEL BREAST IMPLANT PRODUCT LIABILITY LITIGATION, U.S.D.C., N. Dist. Ala., MDL 926, U.S.D.C., N. Dist. Ala., CV 92-P-10000-S; now held in abeyance pending settlement proceedings in the settlement class

action LINDSEY, ET AL., V. DOW CORNING CORPORATION, ET AL., U.S.D.C., N. Dist., Ala., CV 94-P-11558-S). Class actions, some of which have been certified, are pending in various state courts, including, among others, Louisiana, Florida and Illinois, and in the British Columbia courts in Canada. The Louisiana state court action (SPITZFADEN, ET AL., v. DOW CORNING CORPORATION, ET AL., Dist. Ct., Parish of Orleans, 92-2589) has been decertified by the trial court. The Louisiana Supreme Court has denied plaintiffs' writ for an emergency appeal from the decertification. A normal appeal remains pending.

The company also has been served with a purported class action brought on behalf of children allegedly exposed to silicone in utero and through breast milk. (FEUER, ET AL., V. MCGHAN, ET AL., U.S.D.C., E. Dist. NY, 93-0146.) The suit names all breast implant manufacturers as defendants and seeks to establish a medical-monitoring fund.

On December 22, 1995, the Court approved a revised class action settlement program for resolution of claims seeking damages for personal injuries from allegedly defective breast implants (the "Revised Settlement Program"). The Revised Settlement Program is a revision of a previous settlement pursuant to a Breast Implant Litigation Settlement Agreement (the "Settlement Agreement") reached on April 8, 1994, and approved by the Court on September 1, 1994.

The Court ordered that, beginning after November 30, 1995, members of the plaintiff class may choose to participate in the Revised Settlement Program or opt out, which would then allow them to proceed with separate products liability actions.

The Revised Settlement Program includes domestic class members with implants manufactured by certain manufacturer defendants, including Baxter International, Bristol-Myers Squibb Company, the company and McGhan Medical Corporation. The company's obligations under the Revised Settlement Program are limited to eligible claimants with implants manufactured by the company or its predecessors ("3M implants") or manufactured only by McGhan Medical Corporation after its divestiture from the company on August 3, 1984 ("Post 8/84 McGhan implants"). With respect to claimants with only Post 8/84 McGhan implants (or only Post 8/84 McGhan implants plus certain other manufacturers' implants), the benefits are more limited than for claimants with 3M implants. Post 8/84 McGhan implant benefits are payable in fixed shares by the company, Union Carbide Corporation and McGhan Medical Corporation. McGhan Medical Corporation has defaulted on its fixed share obligation (which does not affect 3M's obligation to pay its share) and mandatory class action status has been granted.

In general, the amounts payable to individual current claimants (as defined in the Court's order) under the Revised Settlement Program, and the company's obligations to make those payments, are not affected by the number of class members who have elected to opt out of the Revised Settlement Program or the number of class members making claims under the Revised Settlement Program. In addition to certain miscellaneous benefits, the Revised Settlement Program provides for two compensation options for current claimants with 3M implants.

Under the first option, denominated as Fixed Amount Benefits, current claimants with 3M implants who satisfy disease criteria established in the prior Settlement Agreement will receive amounts ranging from $5,000 to $100,000, depending on disease severity or disability level; whether the claimant can establish that her implants have ruptured; and whether the claimant also has had implants manufactured by Dow Corning. Under the second option, denominated as Long-Term Benefits, current claimants

with 3M implants who satisfy more restrictive disease and severity criteria specified under the Revised Settlement Program can receive benefits ranging from $37,500 to $250,000.

In addition, current claimants with 3M implants are eligible for (a) a one-time payment of $3,000 upon removal of 3M implants during the course of the class settlement, and (b) an advance payment of $5,000 against the above referenced benefits upon proof of having 3M implants and upon waiving or not timely exercising the right to opt out of the Revised Settlement Program. Current claimants with only Post 8/84 McGhan implants (or only Post 8/84 McGhan implants plus certain other manufacturers' implants) are eligible only for benefits ranging from $10,000 to $50,000.

Eligible participants with 3M implants who did not file current claims but are able to satisfy the more restrictive disease and severity criteria during an ongoing period of 15 years will be eligible for the Long-Term Benefits, subject to certain funding limitations. Such participants also will be eligible for an advance payment of $1,000 upon proof of having 3M implants and upon waiving or not timely exercising the right to opt out of the Revised Settlement Program or, as an elective option which expired on June 15, 1999, a payment of $3,500 in full settlement of all breast implant claims including any claim for Long-Term Benefits under the Revised Settlement Program. Benefit levels for eligible participants who are not current claimants and have only Post 8/84 McGhan implants (or only Post 8/84 McGhan implants plus certain other manufacturers' implants) will range from $10,000 to $50,000.

On June 10, 1998, the Court approved the terms of a settlement program offered by Baxter International, Bristol-Myers Squibb Company and the company to eligible foreign implant recipients (the "Foreign Settlement Program"). Notices and claim forms were mailed on June 15, 1998. Benefits to eligible foreign claimants range from $3,500 to $50,000.

As of the date of this filing, the company believes that approximately 90 percent of the registrants, including those claimants who filed current claims, have elected to participate in the Revised Settlement Program. It is still unknown as to what disease criteria all claimants have satisfied, and what options they have chosen. As a result, the total amount and timing of the company's prospective payments under the Revised Settlement Program cannot be determined with precision at this time. As of December 31, 1999, the company has paid $289 million into the court-administered fund as a reserve against costs of claims payable by the company under the Revised Settlement Program (including a $5 million administrative assessment). Additional payments will be made as necessary. Payments to date have been consistent with the company's estimates of the total liability for these claims.

In the first quarter of 1994, the company took a pre-tax charge of $35 million ($22 million after tax) in recognition of its best estimate at the time of its probable liabilities and associated expenses, net of the probable amount of insurance recoverable from its carriers. In the third quarter of 1999, the company increased its estimate of the probable liabilities and associated expenses to approximately $1.2 billion, with an offsetting increase in the probable amount of insurance recoveries. This amount represents the company's current best estimate of the amount to cover the cost and expense of the Revised Settlement Program and the cost and expense of resolving opt-out claims and recovering insurance proceeds. After subtracting payments of $1.114 billion as of December 31, 1999, for defense and other costs and settlements with litigants and claimants, the company had accrued liabilities of $86 million.

The company has substantial primary and excess products liability occurrence insurance coverage and claims-made products liability insurance coverage, which it believes provides coverage for substantially all of its current exposure for breast implant claims and defense costs. Most insurers have alleged reservations of rights to deny all or part of the coverage for differing reasons, including each insurer's obligations in relation to the other insurers (i.e., allocation) and which claims trigger both the various occurrence and claims-made insurance policies. Some insurers have resolved and paid, or committed to, their policy obligations. The company believes the failure of many insurers to voluntarily perform as promised subjects them to the company's claims for excess liability and damages for breach of the insurers' obligation of good faith.

On September 22, 1994, three excess coverage occurrence insurers initiated in the courts of the State of Minnesota a declaratory judgment action against the company and numerous insurance carriers seeking adjudication of certain coverage issues and allocation among insurers. On December 9, 1994, the company initiated an action against

its occurrence insurers in the Texas State Court in and for Harrison County, seeking a determination of responsibility among the company's various occurrence insurers having applicable coverages. The state of Texas has the most implant claims. This action has since been removed to the U.S. District Court, Eastern District of Texas, and stayed pending resolution of the litigation in the Minnesota courts.

The insurers that are parties to these actions generally acknowledge that they issued products liability insurance to the company and that breast implant claims are products liability claims. The trial in Minnesota to resolve the company's insurance coverage and the financial responsibility of occurrence insurers for breast implant claims and defense costs began on June 4, 1996, and is continuing in phases. A phase III jury trial on the company's claim of breach and consequential damages and insurer defenses to coverage began on October 25, 1999, and is expected to continue through February 2000, at which time a verdict is expected.

In mid-October 1995, the occurrence insurers that are parties to the litigation in Minnesota filed more than 30 motions for summary judgment or partial summary judgment. The insurers, through these motions, attempted to shift all or a portion of the responsibility for those claims the company believes fall within the period of occurrence-based coverage (before 1986)

into the period of claims-made coverage (from and after January 1, 1986). The trial court denied the insurers'motions, ruling that the key issues of trigger and allocation raised in these motions would be resolved at trial. In the trial's first phase in 1996, the court granted 3M partial declaratory judgment on the question of when insurance coverage is "triggered." The court also granted the insurers' motion for partial declaratory judgment on the question of the allocation method to be applied in the case. In July 1997, the trial court ruled further on the trigger issue and on the general allocation method. That ruling was consistent with and further supported the company's opinion as stated in the following paragraph. In November 1997, upon reconsideration, the court reversed a portion of its July ruling and reinstated a portion of its previous ruling. The company believed that conflicting rulings existed that needed to be clarified by the court and reconciled with applicable law. Motions to clarify the allocation methodology of triggered policies under these rulings were filed and have been ruled upon by the Court. While the Court clarified certain aspects of these rulings, it also ruled that there would be no allocation from and after January 1, 1986. This ruling is consistent with the company's position on the allocation issue.

The company believes it will ultimately prevail in this insurance litigation. The company's belief is based on an analysis of its insurance policies; court decisions on these and similar issues; reimbursement by insurers for these types of claims; and consultation with outside counsel who are experts in insurance coverage matters. If, however, the occurrence insurers ultimately prevail in this insurance litigation, the company could be effectively deprived of significant and potentially material insurance coverage for breast implant claims. (See discussion of the accrued receivables for insurance recoveries below.)

As of December 31, 1999, the company had accrued receivables for insurance recoveries of $622 million, substantially all of which is contested by the insurance carriers. During the first quarter of 1999, the company executed a settlement agreement with its lead occurrence underwriter. Payments of settlement dollars of this and other agreements were received in 1999. Various factors could affect the timing and amount of proceeds to be received under the company's various insurance policies, including (i) the timing of payments made in settlement of claims; (ii) the outcome of occurrence insurance litigation in the courts of Minnesota (as discussed earlier) and Texas; (iii) potential arbitration with claims-made insurers; (iv) delays in payment by insurers; and (v) the extent to which insurers may become insolvent in the future. There can be no absolute assurance that the company will collect all amounts accrued as being probable of recovery from its insurers.

The company's current estimate of the probable liabilities, associated expenses and probable insurance recoveries related to the breast implant claims is based on the facts and circumstances existing at this time. New developments may occur that could affect the company's estimates of probable liabilities (including associated expenses) and the probable amount of insurance recoveries. These developments include, but are not limited to, (i) the ultimate Fixed Amount Benefit distribution to claimants in the Revised Settlement Program; (ii) the success of and costs to the company in defending opt-out claims, including claims involving breast implants not manufactured or sold by

the company; (iii) the outcome of the occurrence insurance litigation

in the courts of Minnesota and Texas; and (iv) the outcome of potential arbitration with claims-made insurers.

The company cannot determine the impact of these potential developments on the current estimate of probable liabilities (including associated expenses) and the probable amount of insurance recoveries. Accordingly, the company is not able to estimate its possible future liabilities and recoveries beyond the current estimates of probable amounts. As new developments occur, these estimates may be revised, or additional charges may be necessary to reflect the impact of these developments on the costs to the company of resolving breast implant litigation, claims and insurance recoveries. Such revisions or additional future charges could have a material adverse impact on the company's net income in the quarterly period in which they are recorded. Although the company considers it unlikely, such revisions or additional future charges could also have a material adverse effect on the consolidated financial position, annual results of operations, or cash flows of the company.

The company conducts ongoing reviews, assisted by outside counsel, to determine the adequacy and extent of insurance coverage provided by its occurrence and claims-made insurers. The company believes, based on these ongoing reviews and the bases described in the fourth preceding paragraph, it is probable that the collectible coverage provided by its applicable insurance policies is sufficient to cover substantially all of its current exposure for breast implant claims and defense costs. Based on the availability of this insurance coverage, the company believes that its uninsured financial exposure has not materially changed since the first quarter of 1994. Therefore, no recognition of additional charges has been made.

Environmental Matters

The company is involved in a number of environmental proceedings by governmental agencies and by private parties asserting liability for past waste disposal and other alleged environmental damage. The company conducts ongoing investigations, assisted by environmental consultants, to determine accruals for the probable, estimable costs of remediation. The remediation accruals are reviewed each quarter and changes are made as appropriate.

Item 4. Submission of Matters to a Vote of Security Holders.

None in the quarter ended December 31, 1999.

Part II

Item 5. Market Price of 3M's Common Stock and Related Security Holder Matters.

At January 31, 2000, there were 132,877 shareholders of record. 3M's stock is listed on the New York, Pacific, Chicago and Swiss stock exchanges. Stock price comparisons are provided in the Quarterly Data section in the Notes to Consolidated Financial Statements.

Item 6. Selected Financial Data.

<TABLE>
<CAPTION>
(Dollars in millions, except per-share amounts)

Years ended December 31:	1999	1998	1997	1996	1995
<S>	<C>	<C>	<C>	<C>	<C>
Net sales........................	$15,659	$15,021	$15,070	$14,236	$13,460
Income from continuing operations...	1,763*	1,213*	2,121*	1,516	1,306**
Per share of common stock:					
Continuing operations - basic........	4.39*	3.01*	5.14*	3.63	3.11**
Continuing operations - diluted......	4.34*	2.97*	5.06*	3.59	3.09**
Cash dividends declared and paid..	$ 2.24	$ 2.20	$ 2.12	$ 1.92	$ 1.88
At December 31:					
Total assets	$13,896	$14,153	$13,238	$13,364	$14,183**
Long-term debt (excluding portion due within one year)..................	1,480	1,614	1,015	851	1,203

<FN>
<F1>
*As discussed in the Notes to Consolidated Financial Statements, 1999 includes a net gain of $100 million ($52 million after tax), or 13 cents per diluted share, relating to gains on divestitures, litigation expense, an investment valuation adjustment, and a change in estimate that reduced the 1998 restructuring charge. 1998 includes a restructuring charge of $493

million ($313 million after tax), or 77 cents per diluted share. 1997 includes a gain of $803 million ($495 million after tax), or $1.18 per diluted share, on the sale of National Advertising Company.
<F2>
**1995 includes a restructuring charge of $79 million ($52 million after tax), or 12 cents per diluted share. 1995 total assets include net assets of discontinued operations.
</FN>
</TABLE>

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Operating Results

Sales: Sales in 1999 totaled $15.659 billion, compared with $15.021 billion in 1998 and $15.070 billion in 1997. In 1999, volume grew 5 percent, with the stronger U.S. dollar reducing sales by about 1 percent. In 1998, local currency growth was offset by the stronger U.S. dollar.

In the United States, sales in 1999 totaled $7.478 billion, up 3 percent (up about 4 percent adjusted for acquisitions and divestitures). In 1998, sales rose about 2 percent adjusted for the 1997 sale of the outdoor advertising business.

Internationally, sales totaled $8.181 billion, up 5 percent from 1998. International volume increased 7 percent and selling prices were up 1 percent. The stronger U.S. dollar reduced international sales by 3 percent. In 1998, flat sales reflected negative currency effects and a difficult economic backdrop in Japan and many developing countries.

<TABLE>
Components of Sales Change
<CAPTION>

	1999			1998		
	U.S.	Intl.	W.W.	U.S.	Intl.	W.W.
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Volume	4%	7%	5%	0%	4%	2%
Price	(1)	1	0	0	2	1
Translation	-	(3)	(1)	-	(6)	(3)
Total	3%	5%	4%	0%	0%	0%

</TABLE>

Non-recurring items: Non-recurring items in 1999 include a net gain of $147 million ($81 million after tax) related to gains on the divestitures of Eastern Heights Bank and certain health care businesses, net of an investment valuation adjustment. 1999 also includes a charge of $73 million ($46 million after tax) relating to an adverse jury verdict and legal fees associated with a lawsuit filed by LePage's, Inc. 3M believes the jury's decision ultimately will be overturned, but that it is prudent to recognize a liability at this time. This combined pre-tax gain of $74 million is recorded as a reduction of selling, general and administrative expenses. In the third quarter of 1999, the company recorded a change in estimate that reduced the 1998 restructuring charge by $26 million ($17 million after tax).

In 1998, 3M recorded a $493 million ($313 million after tax) restructuring charge. The inventory portion of the restructuring charge was recorded in cost of goods sold. Details are discussed in the Notes to Consolidated Financial Statements. In 1998, the company also refinanced debt relating to its Employee Stock Ownership Plan, replacing the debt with a new bond that carries a significantly lower interest rate. This resulted in a $38 million after-tax charge, or 9 cents per diluted share. This is reported as an extraordinary loss from early extinguishment of debt.

In 1997, the company realized a gain of $803 million ($495 million after tax) on the sale of National Advertising Company. This is discussed in the Notes to Consolidated Financial Statements.

The following table shows amounts for non-recurring items in 1999, 1998 and 1997, and totals excluding these items.

<TABLE>
Supplemental Consolidated Statement of Income Information
<CAPTION>
Years ended December 31

(Millions, except per-share amounts)	Non-recurring Items			Total (Excluding Non-recurring Items)		
	1999	1998	1997	1999	1998	1997
<S>	<C>	<C>	<C>	<C>	<C>	<C>

Operating income (loss)	$100	$(493)	$ --	$2,856	$2,532	$2,675
Other (income) expense	--	--	(803)	76	87	38
Income (loss) before income taxes, minority interest and extraordinary loss	100	(493)	803	2,780	2,445	2,637
Provision (benefit) for income taxes	48	(180)	308	984	865	933
Effective tax rate	47.8%	36.5%	38.4%	35.4%	35.4%	35.4%
Minority interest	--	--	--	85	54	78
Extraordinary loss, net of tax	--	(38)	--	--	--	--
Net income (loss)	$ 52	$(351)	$ 495	$1,711	$1,526	$1,626
Per share - diluted	.13	(.86)	1.18	4.21	3.74	3.88

</TABLE>

The following discussion excludes the impact of non-recurring items in all years, except where indicated.

Costs: Cost of goods sold was 56.6 percent of sales, down 1.3 percentage points from 1998. In 1999, gross margins benefited from solid volume gains and the company's restructuring actions. In both 1999 and 1998, gross margins benefited from slightly lower raw material costs, but were negatively affected by the stronger U.S. dollar. Cost of goods sold includes manufacturing; research, development and related expenses; and engineering expenses.

Selling, general and administrative expenses were 25.2 percent of sales in both 1999 and 1998, and 25.3 percent in 1997. In 1999, this spending benefited from accelerated sales growth and productivity gains related to restructuring actions, offset by increased investments in advertising and other areas. In 1998, tight expense controls had a positive effect on SG&A spending.

<TABLE>
<CAPTION>

(Percent of sales)	1999	1998	1997
<S>	<C>	<C>	<C>
Cost of goods sold	56.6	57.9	57.0
Selling, general and administrative expenses	25.2	25.2	25.3
Operating income	18.2	16.9	17.7

</TABLE>

Operating income: Operating income totaled $2.856 billion, up 12.9 percent from 1998. Operating income was 18.2 percent of sales, up from 16.9 percent in 1998 and 17.7 percent in 1997. In 1999, good unit volume growth and solid productivity gains helped results. During 1998, economic contractions in many international markets, softness in a few key U.S. markets and negative currency

effects impacted operating profit margins. The company estimates that currency effects reduced operating income slightly in 1999 and by about $235 million in 1998.

In the United States, operating income increased 1 percent and profit margins were down four-tenths of a percentage point. In 1998, operating income decreased 8 percent and profit margins were down 1.4 percentage points.

Internationally, operating income increased 23 percent and profit margins increased by 3 percentage points. In 1998, operating income decreased about 3 percent and profit margins declined by four-tenths of a percentage point. Currency effects in 1998 reduced international profits by 17 percent and profit margins by 1.8 percentage points.

Other income and expense: Interest expense was $109 million, compared with $139 million in 1998 and $94 million in 1997. The 1999 decrease reflected lower debt balances due to increased operating cash flow and reduced capital expenditures. The 1998 increase reflected the company's strategy to lower its cost of capital by moderately increasing financial leverage.

Investment and other income was $33 million, compared with $42 million in 1998 and $56 million in 1997, with the decline due to lower interest income.

Provision for income taxes: The worldwide effective income tax rate was 35.4 percent in 1999, 1998 and 1997. Including non-recurring items, 3M's effective tax rate was 35.8 percent in 1999, compared with 35.1 percent in 1998 and 36.1 percent in 1997.

Minority interest: Minority interest was $85 million, compared with

$54 million in 1998 and $78 million in 1997. Minority interest represents the elimination of the non-3M ownership interests, primarily in Sumitomo 3M Limited and Dyneon LLC. These companies' results are fully consolidated in 3M's financial statements, and then partially eliminated on the minority interest line to reflect 3M's net position. The 1999 increase in minority interest was driven by higher profits in these companies, while the 1998 decrease was driven by lower profits. In December 1999, 3M finalized the acquisition of the outstanding minority interest in Dyneon LLC. This acquisition is discussed in the Notes to Consolidated Financial Statements.

Net income: Net income totaled $1.711 billion, or $4.21 per diluted share, compared with $1.526 billion, or $3.74 per diluted share, in 1998, and $1.626 billion, or $3.88 per diluted share, in 1997. Per-share income was up 12.6 percent in 1999 after decreasing 3.6 percent in 1998.

In 1999, 1998 and 1997, changes in the value of the U.S. dollar reduced net income by an estimated $23 million, $141 million and $112 million, respectively. On a per-share basis, currency effects reduced net income by 6 cents per share, 35 cents per share and 27 cents per share for 1999, 1998 and 1997, respectively. These estimates include the effect of translating profits from local currencies into U.S. dollars; the impact of currency fluctuations on the value of goods transferred between 3M operations in the United States and abroad; and transaction gains and losses in countries not considered to be highly inflationary.

Other indices: Economic profit totaled $855 million, up from $604 million in 1998 and $720 million in 1997. Return on invested capital was 18.6 percent in 1999, 15.9 percent in 1998 and 18.0 percent in 1997. Both economic profit and return on invested capital exclude the impact of non-recurring items. Economic profit equals after-tax operating income less a charge for operating capital employed in 3M's businesses. Return on invested capital is after-tax operating income divided by average operating capital.

At December 31, 1999, employment totaled 70,549 people, a decrease of about 3,000 from year-end 1998, and down more than 5,000 from mid-1998. The decline was due both to the company's restructuring actions and attrition. Sales per employee in local currencies increased about 10 percent in 1999, following a 3 percent increase in 1998. From 1994 through 1997, 3M's productivity increased an average of about 9 percent a year.

Performance by Business Segment

Disclosures relating to 3M's six business segments are provided in this Form 10-K, Item 1, Business Segments. Financial information and other disclosures, including discussion about non-recurring items, are provided in the Notes to Consolidated Financial Statements.

Industrial Markets (22 percent of consolidated sales):

Sales totaled $3.394 billion, up 1.0 percent from 1998. Operating income increased 9.3 percent to $613 million. Operating income was 18.1 percent of sales, compared with 16.7 percent in 1998. Results were driven by improved manufacturing efficiency and other cost improvements.

This market continued to broaden its product offerings in 1999 with the introduction of advanced adhesives, tapes and abrasives for electronics, transportation and other industries. Sales coverage was expanded both in the United States and internationally, including China and Eastern Europe. E-commerce capabilities also were expanded, including a new Internet site for professional woodworkers that provides information about a range of 3M products and access to an online store. This market also formed joint ventures to further expand its line of packaging systems while also enhancing competitiveness. New business organizations were established to maximize opportunities for superabrasive and microfinishing products, and for 3M products serving the aerospace/aircraft maintenance and appliance markets.

This market expects solid profit growth again in 2000, driven by new products, key-account efforts, entry into fast-growing markets, and continued operational efficiencies. Important new products such as Scotch brand Automotive Refinish Masking Tape 233+ and 3M brand Perfect-It brand III Paint Finishing System should bolster its position in the automotive aftermarket. 3M Trizact brand Abrasives, used for fine finishing of metals, are entering high-tech markets for semiconductor wafer planarization and glass memory disk polishing. New films and adhesives improve the performance and reliability of electronic products. In the transportation and construction industries, proprietary 3M adhesives and tapes simplify the assembly of plastics and metals by eliminating rivets, screws and bolts.

Transportation, Graphics and Safety Markets (21 percent of consolidated sales):
Sales totaled $3.228 billion, up 6.9 percent from 1998. Operating income increased 27.7 percent to $679 million. Operating income was 21.0 percent of sales, compared with 17.6 percent in 1998. Results in 1999 were driven by solid international sales growth, important new products and aggressive cost control initiatives.

In 1999, this market experienced sharp increases in demand for optical films that make displays brighter for computers and other electronic devices. Significant growth was also achieved in products that serve the digital printing industry, automotive products, and in products that make traffic signs more visible, such as 3M brand Scotchlite brand Diamond Grade brand Fluorescent Sheeting. This market forged an e-business initiative with VerticalNet, Inc., a premier electronic publisher and creator of market-oriented web communities, which will provide industrial health and safety customers an online marketplace for 3M products and information.

In 2000, this market expects to sustain solid growth through innovative new products, improving international economies and continued operational efficiencies. In the United States, sales of reflective sheeting should continue to accelerate due to a new line of fluorescent materials and increased government expenditures to repair and upgrade America's roadways. Internationally, where this market derives about 60 percent of its sales, improving economic conditions should aid growth, especially in safety and graphics. This market also expects another strong year in brightness enhancement films.

Health Care Markets (20 percent of consolidated sales):
Sales totaled $3.118 billion, up 1.0 percent from 1998 (up more than 4 percent adjusted for divestitures). In 1999, operating income included gains of $62 million related to divestitures of certain businesses. Excluding these gains, operating income increased 9.2 percent to $623 million, and was 20.0 percent of sales, compared with 18.5 percent in 1998. Results in 1999 were helped by portfolio adjustments in medical businesses to concentrate on core businesses and growth opportunities.

In 1999, this market introduced new products on a global basis, providing entry into new segments of skin health, infection prevention, dental and pharmaceutical markets. Aldara brand (imiquimod) cream, the first in a new family of 3M immune response modifier compounds, was launched in many international countries with results that exceeded expectations. Health Information Systems' position was strengthened in the fast-growing information technology market through new products and customers, international growth and new consulting services.

In 2000, this market will focus on growing its core businesses, while maintaining close attention to costs. New products will remain an important source of growth, particularly Aldara brand (imiquimod) cream; gauze, tapes and bandages for the consumer market; and oil-absorbing microporous cosmetic sheets for face oil removal. 3M's dental business should continue to grow through new products and entry into new segments, as well as through strengthened

e-commerce focus. This market anticipates excellent gains in health information systems and is significantly accelerating investments to move new indications for its immune response modifier compounds through clinical studies, as well as to step up research efforts in bioanalytics.

Consumer and Office Markets (17 percent of consolidated sales):
Sales totaled $2.688 billion, up 2.9 percent from 1998. Operating income increased 2.6 percent to $408 million. Operating income was 15.2 percent of sales in both 1999 and 1998.

This market continued to bring new-to-the-world products into the marketplace. For example, the new Scotch-Brite brand High Performance Cloth uses unique microfibers to wipe up dust, oils and water all at the same time. This market also extended well-known brands with products such as new Post-it brand Pop-up Notes and dispensers, translucent Post-it brand Note organizers, Scotch brand Pop-up Magic brand Tape for the office market, and O-Cel-O brand Sponges in fun designs and vibrant colors.

This market anticipates solid growth in 2000, led by innovative new products, strong alliances with customers, and increased advertising and merchandising efforts. The Scotch-Brite brand High Performance Cloth is expected to provide strong sales gains in Europe and the United States, with rollouts planned in Asia and Latin America. New varieties of Post-it brand Flags and Scotch brand Pop-up Tape also are expected to drive

global growth. This segment continues to help customers with state-of-the-art co-managed inventory and e-commerce capabilities. Internationally, our new manufacturing facility in Shanghai, China, will supply Scotch-Brite brand Sponges and Scouring Products and Nomad brand Floor Matting throughout Asia.

Electro and Communications Markets (13 percent of consolidated sales):
Sales totaled $2.014 billion, up 15.7 percent from 1998 (up about 12 percent after adjusting for acquisitions). Operating income increased 54.3 percent to $406 million. Operating income was 20.1 percent of sales, compared with 15.1 percent in 1998. Results were strong both in the United States and internationally.

This market experienced continued robust demand for 3M brand Microflex Circuits in inkjet print cartridges. In telecommunications, this market strengthened its position in the outside-plant segment through successful integration of the PSI Telecom acquisition, and it continued to penetrate the on-premise market segment of data communications with the 3M brand Volition brand Fiber Optic Cabling System. Other innovative new products include high-performance sockets and test contactors, Super 33+ tape, electrical wire connectors, and corrosion protection materials.

In 2000, this segment expects to grow unit volume through serving several large and fast-growing markets, although price decreases in this market are expected to limit operating income growth. In electronics, sales should ramp up quickly for new microflex circuit applications in hard disk drive assemblies and integrated circuit packaging. This market also is introducing advanced materials that shield electronic devices from electomagnetic interference. In telecommunications, 3M is capitalizing on increased demand for established 3M

telecom products as telephone service providers refurbish their copper-based systems to be more competitive with fiber optics and cable. New products include new fiber-based products, such as parallel optical interconnects; specialty optical fibers; and microscopic 3M Bragg Gratings, which allow more information to be transmitted over each fiber. For infrastructure development, new aluminum metal matrix composites increase electrical power line efficiency and a leading-edge additive material improves concrete performance on roads, bridges and other structures.

Specialty Material Markets (7 percent of consolidated sales):
Sales totaled $1.166 billion, up 5.4 percent from 1998. Operating income decreased 3.3 percent to $188 million. Operating income was 16.1 percent of sales, compared with 17.6 percent in 1998. Results in 1999 were impacted by the acquisition of Celanese's minority interest in the Dyneon LLC joint venture and the resulting acquisition-related costs. Dyneon LLC manufactures and markets fluoropolymers for transportation, electronics and other high-growth industries.

This market experienced excellent sales growth in products for the food packaging industry, driven by new applications for oil and grease barriers in convenience food packaging, as well as market share gains in pet food packaging. This market also experienced strong growth in roofing granules, due to expansion of its customer base and strong re-roofing and new construction markets. The economic recovery in Asia helped the electronics and semiconductor manufacturing markets.

This market anticipates solid growth in 2000, driven by new products, expanded applications for existing products and strong alliances with customers. Among important new innovations are high-purity Dyneon brand Fluoropolymers for wire and cable, aerospace and semiconductor processing applications, and 3M brand Specialty Gases, which help semiconductor manufacturers reduce costs, increase efficiency and lower emissions. In Japan and other Asian markets, 3M brand Novec Engineered Fluids should produce strong sales gains as they replace ozone-depleting chlorofluorocarbons and expand into new applications for electronics manufacturing. In Europe and Latin America, specialty additive products for the oil exploration and mining markets should help make oil extraction easier and more efficient. New and improved Scotchgard brand Protectors for home furnishing, flooring and many other markets are also being introduced.

Performance by Geographic Area
Financial information relating to 3M operations in various geographic areas, including discussion of non-recurring items, is provided in the Notes to Consolidated Financial Statements.

United States (48 percent of consolidated sales):
Sales in the United States totaled $7.478 billion, up about 3 percent from 1998. Unit sales increased 4 percent, while selling prices

decreased slightly. Operating income, excluding non-recurring items, was up about 1 percent. In 1999, good unit volume growth and solid productivity gains helped results, but increased investments in advertising held back overall profit growth. Operating income was 16.0 percent of sales, down from 16.4 percent in 1998.

Europe and Middle East (24 percent of consolidated sales):
Sales in Europe and the Middle East totaled $3.800 billion, down about 1 percent from 1998. Local-currency sales increased about 5 percent, while currency translation reduced sales by about 6 percent. Operating income was 15.1 percent of sales, up from 13.4 percent in 1998. This margin improvement was driven by good local-currency sales growth, together with streamlining of operations. In 2000, the company expects a pickup in unit sales.

Asia Pacific (18 percent of consolidated sales):
Sales in Asia Pacific totaled $2.887 billion, up about 22 percent from 1998. Unit sales in the Asia Pacific area increased about 13 percent in 1999. Selling prices decreased more than 1 percent, while currency translation increased sales by about 10 percent. Operating income was 26.6 percent of sales, up from 21.6 percent in 1998, led by volume growth and productivity gains. In Japan, home of 3M's largest international company, volume increased about 6 percent. Unit sales in Asia outside Japan increased about 26 percent in 1999. In 2000, the company expects continued solid volume gains in the Asia Pacific area.

Latin America, Canada and Africa (9 percent of consolidated sales):
Sales in Latin America, Canada and Africa combined totaled $1.467 billion, down about 5 percent from 1998. In Latin America, unit sales increased 4 percent. Currency reduced Latin America sales by about 19 percent, with price increases offsetting about one-third of this impact. In Canada, unit sales increased about 5 percent. In Africa, volume decreased about 2 percent. Operating income for Latin America, Canada and Africa was 23.7 percent of sales, up from 22.1 percent in 1998. In 2000, Latin America unit sales are expected to improve.

Financial Condition and Liquidity
3M's financial condition remained strong in 1999, and working capital remained well-controlled. The company's key inventory index was 3.1 months, down about 9 percent from year-end 1998. The accounts receivable index was 61 days, the same as year-end 1998. The current ratio was 1.6, up from 1.5 at the end of 1998.

Total debt was $2.610 billion, down from $3.106 billion at year-end 1998, helped by increased operating cash flow and reduced capital expenditures. Total debt was 29 percent of total capital, compared with 34 percent in 1998. Of debt outstanding at the end of 1999, $359 million represented a guarantee of debt of the 3M Employee Stock Ownership Plan.

Various assets and liabilities, including cash and short-term debt, can fluctuate significantly from month to month depending on short-term liquidity needs. Investments decreased $136 million since year-end 1998, driven by investment decreases of about $350 million related to divestitures, partially offset by increases in the value of marketable equity securities classified as available-for-sale. Divestitures also contributed to the decline in other current liabilities and other liabilities shown on the Consolidated Balance Sheet.

During 1999, cash flows provided by operating activities totaled $3.038 billion, up from $2.374 billion in 1998. The increase in net income, along with

good working capital management, drove the improvement. Inventories declined about $190 million, or 9 percent, compared with year-end 1998. Working capital and other changes in 1999 include a $205 million use of cash for the impact of employee termination benefits paid in connection with restructuring activities.

Operating cash flows in 1999 included net inflows of $93 million related to breast implant litigation, compared with net outflows of $255 million in 1998. A decrease in the noncurrent portion of breast implant receivables contributed to the decline in other assets in 1999. Asset impairment charges of $182 million in 1998 represent the write-down of certain assets to net realizable value. In both 1999 and 1998, cash flows benefited from effective asset management.

Purchases of property, plant and equipment totaled $1.039 billion, a decrease of about 27 percent from 1998. This followed increases of 2 percent in 1998 and 27 percent in 1997. These investments are helping to meet global demand for new products and increase manufacturing

efficiency.

Cash used for acquisitions of businesses totaled $374 million, $200 million and $8 million in 1999, 1998 and 1997, respectively. 1999 includes about $340 million related to the acquisition of the outstanding minority interest in Dyneon LLC. Acquisitions in 1998 were primarily in the occupational health and safety, and telecommunications areas.

Cash proceeds from the sale of businesses totaled $249 million, $57 million and $1.030 billion in 1999, 1998 and 1997, respectively. The company received cash proceeds in 1999 related to divestitures of Eastern Heights Bank, cardiovascular systems and other health care businesses. In 1997, cash proceeds from the sale of National Advertising Company totaled $1.0 billion, with net after-tax cash proceeds of nearly $700 million. Related to this, 1997 operating cash flows were negatively impacted by $308 million of income taxes paid related to the gain on the sale of National Advertising Company.

Purchases of investments totaled $67 million, $65 million and $32 million in 1999, 1998 and 1997, respectively. These purchases include patents, and equity and cost method investments.

Cash dividends paid to stockholders totaled $901 million, or $2.24 per share. 3M has paid dividends since 1916. In February 2000, the Board of Directors increased the quarterly dividend on 3M common stock to 58 cents per share, equivalent to an annual dividend of $2.32 per share. This marks the 42nd consecutive year of dividend increases.

Repurchases of 3M common stock totaled $825 million in 1999, compared with $618 million in 1998 and $1.693 billion in 1997. Repurchases were made to support employee stock purchase plans and for other corporate purposes. In 1999, a reduction in shares outstanding resulted in a benefit to earnings of 2 cents per diluted share. In 1998, the combination of a reduction in average shares outstanding and higher interest expense resulted in a net benefit to earnings of 3 cents per diluted share. In 1997, net proceeds from the National Advertising Company divestiture were used primarily to repurchase shares.

In November 1999, the Board of Directors authorized the repurchase of up to 12 million of the company's shares. This share repurchase authorization extends through December 31, 2000. Under a preceding authorization, the company purchased about 9 million shares.

The company's strong credit rating provides ready and ample access to funds in global capital markets. At year-end 1999, the company had available short-term lines of credit totaling about $661 million.

Timing differences between payment of implant liabilities and receipt of related insurance recoveries could affect future cash flows. This is discussed in Part I, Item 3, Legal Proceedings, of this Form 10-K.

Future Outlook

3M expects to achieve solid sales and profits in 2000. 3M's focus on growth, productivity and competitiveness will drive results. The company is not able to project what the consequences will be from the dynamic economies around the world. The company is monitoring business conditions closely and is prepared to make adjustments in costs, pricing and investments as appropriate.

3M expects worldwide sales growth in 2000 of 6 to 7 percent in local currencies, excluding potential acquisitions, with volume being the main growth driver. Sales are expected to grow close to 6 percent in the United States. Internationally, the company expects to increase sales in local currencies 7 to 8 percent.

The company expects that selling prices overall will have minimal impact in 2000. Pricing varies by market segment. In the Electro and Communications Markets segment, price decreases are expected to limit operating income growth.

The Telecom Systems division announced on February 1, 2000, its intention to purchase Quante AG, a manufacturer of telecommunications products and systems. The purchase method of accounting will be used. Sales in 1999 were more than $350 million. The transaction is dependent on approval from the European Commission. 3M also is considering other acquisitions in markets such as health care and light management.

The company expects capital spending to total $1.0 billion to $1.1 billion in 2000. The company does not expect a significant change in its tax rate in 2000.

Restructuring charge: To reduce costs and improve productivity, the company initiated a restructuring program in the second half of 1998 to streamline corporate structure, consolidate manufacturing operations and exit certain product lines. As discussed in the restructuring charge section in the Notes to Consolidated Financial Statements, these product lines, discontinued primarily in 1998, had combined annual sales of less than $100 million. In 1999, as part of its restructuring plan, the company also divested Eastern Heights Bank, cardiovascular systems and other health care businesses that together had annual sales of approximately $200 million.

The company recorded a restructuring charge in 1998, and subsequently recorded a change in estimate that reduced the restructuring charge in 1999. As of the

end of 1999, the restructuring program was substantially complete. The company experienced a net reduction of about 2,200 positions in the second half of 1998, with a total net reduction of more than 5,000 positions by December 31, 1999. This decline was due to both restructuring actions and attrition. Of the employment reductions, about one-third were in the United States and about one-third were in Europe, with the remainder split about equally between the Asia Pacific geographic area and the Latin America, Africa and Canada geographic area. Each business segment of the company was affected by this restructuring plan.

The restructuring plan is expected to provide annual pre-tax savings of about $250 million upon completion of the plan. The incremental benefit in the year 2000 versus 1999 is expected to be about $60 million, primarily in the first half. If the company does not generate adequate sales growth, normal increases in payroll and other costs will create offsets to the annual savings. Implementation costs associated with this restructuring plan totaled about $30 million in 1999. These costs, which are not included in the restructuring charge, included expenses for relocating employees, inventory and equipment; unfavorable overhead variances; and other expenses.

Financial Instruments

The company enters into contractual arrangements (derivatives) in the ordinary course of business to manage foreign currency exposure, interest rate risks and commodity price risks. A financial risk management committee, composed of senior management, provides oversight for risk management and derivative activities. This committee determines the company's financial risk policies and objectives, and provides guidelines for derivative instrument utilization. This committee also establishes procedures for control and valuation, risk analysis, counterparty credit approval, and ongoing monitoring and reporting.

The company enters into forward contracts and swaps to hedge certain intercompany financing transactions, and purchases options to hedge against the effect of exchange rate fluctuations on cash flows denominated in foreign currencies. The company manages interest expense using a mix of fixed, floating and variable rate debt. To help manage borrowing costs, the company may enter into interest rate swaps. Under these arrangements, the company agrees to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount. The company manages commodity price risks through negotiated supply contracts, price protection swaps and forward physical contracts.

A variance/co-variance value-at-risk model was used to test the company's exposure to changes in currency and interest rates. An historical value-at-risk model was used to assess commodity risks. All models used a 95 percent confidence level over a one month time horizon. The Riskmetrics dataset was used for the variance/co-variance analysis. Six years of historical data were used for the commodity risk analysis. Both models assessed the risk of loss in market value of outstanding financial instruments and derivatives. Based on a value-at-risk analysis of the company's foreign exchange, interest rate and commodity derivative instruments outstanding at December 31, 1999, probable near-term changes in exchange rates, interest rates or commodity prices would not materially affect the company's consolidated financial position, results of operations or cash flows. However, over a one-year period, exchange rates can

significantly impact results. In 1998, currency effects reduced net income by an estimated $141 million, or 35 cents per diluted share.

Year 2000 Update

In November 1996, the company created a corporate-wide Year 2000

project team representing all company business and staff units. The team's objective was to ensure an uninterrupted transition to the year 2000 by assessing, testing and modifying information technology (IT) and non-IT systems (defined below) and date-sensitive company products so that (a) they will perform as intended, regardless of the date (before, during and after December 31, 1999) and (b) dates (before, during and after December 31, 1999, and including February 29, 2000) can be processed with expected results (Year 2000 Compliant). The scope of the Year 2000 compliance effort included (i) IT, such as software and hardware; (ii) non-IT systems or embedded technology, such as microcontrollers contained in various manufacturing and laboratory equipment; environmental and safety systems, facilities and utilities, (iii) date-sensitive company products; and (iv) the readiness of key third parties, including suppliers and customers, with whom the company has material business relationships.

The company also prepared contingency plans specifying what the company would do if failures occurred in IT and non-IT systems, or if important third parties were not Year 2000 Compliant. The process included identifying and prioritizing risks, assessing the business impact of those risks, creating notification procedures, and preparing written contingency plans for those failures with the greatest risk to the company.

From inception of the company's efforts on the Year 2000 issue through December 31, 1999, the company spent $66.5 million related to the Year 2000 readiness issue. These costs included external consultants, professional advisors, and software and hardware. The company's process for tracking internal costs did not capture all of the costs incurred for each of the teams working on the Year 2000 project. Such internal costs were principally the related payroll costs for its information systems group and other employees working on the Year 2000 project. The company expensed as incurred all costs related to the assessment and remediation of the Year 2000 issue. These costs were funded through operating cash flows.

From December 31, 1999, to January 14, 2000, the company operated global information centers to monitor the company's facilities and operations. No material problems were reported in any of the company's facilities or operations during this period. As of the date of this filing, the company had not experienced any material Year 2000 problems with its IT or non-IT systems or products, nor had the company experienced any material problems with any of its key customers or suppliers.

The Euro Conversion

On January 1, 1999, 11 of the 15 member countries of the European Union (EU) established fixed conversion rates through the European Central Bank (ECB) between existing local currencies and the euro, the EU's new single currency. The participating countries had agreed to adopt the euro as their common legal currency on that date. From that date, the euro has been traded on currency exchanges and available for noncash transactions.

Local currencies will remain legal tender until December 31, 2001. Goods and services may be paid for with the euro or the local currency under the EU's "no compulsion, no prohibition" principle. If cross-border payments are made in a local currency during this transition period, the amount will be converted into euros and then converted from euros into the second local currency at rates fixed by the ECB. The participating countries will issue new euro-denominated bills and coins for use in cash transactions on about December 31, 2001. By no later than July 1, 2002, participating countries will withdraw all bills and coins denominated in local currencies.

In February 1997, the company created a European Monetary Union (EMU) Steering Committee and project teams representing all company business and staff units in Europe. The objective of these teams is to ensure a smooth transition to EMU for the company and its constituencies. The scope of the teams' efforts includes (i) assessing the euro's impact on the company's business and pricing strategies for customers and suppliers, and (ii) ensuring that the company's business processes and information technology (IT) systems can process transactions in euros and local currencies during the transition period and achieve the conversion of all relevant local currency data to the euro by December 31, 2001, in the participating countries.

The European market contributed 24 percent of consolidated sales and 20 percent of consolidated operating income, excluding non-recurring items, in 1999. The participating countries accounted for 61 percent of the company's sales in the European market in 1999. The company believes that the euro will, over time, increase price competition for the company's products across Europe due to cross-border price

transparency. The company also believes that the adverse effects of increased price competition will be offset somewhat by new business opportunities and efficiencies. The company, however, is not able to estimate the net long-term impact of the euro introduction on the company.

The company has made significant investments in IT systems in Europe, and these investments already enable the company to manage customer orders, invoices, payments and accounts in euros and in local currencies according to customer needs. The company anticipates spending approximately $35-50 million to complete the conversion of all its IT systems in Europe to the euro by December 31, 2001. The company is developing appropriate contingency plans so the euro adoption does not jeopardize the company's operations.

The euro introduction is not expected to have a material impact on the company's overall currency risk. Although the company engages in significant trade within the EU, the impact to date of changes in currency exchange rates on trade within the EU has not been material. The company anticipates the euro will simplify financial issues related to cross-border trade in the EU and reduce the transaction costs and administrative time necessary to manage

this trade and related risks. The company believes that the associated savings will not be material to corporate results.

The company has derivatives outstanding beyond December 31, 1999, in several European currencies. Under the EU's "no compulsion, no prohibition" principle, the outstanding derivative positions will either mature as local currency contracts or convert to euro contracts at no additional economic cost to the company. The company has modified systems to track derivatives in euros. The company believes the impact of the euro introduction on the company's derivative positions will not be material.

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for certain forward-looking statements. This Annual Report on Form 10-K contains forward-looking statements, which reflect the company's current views with respect to future events and financial performance.

These forward-looking statements are subject to certain risks and uncertainties, including several identified here that could cause actual results to differ materially from historical results or those anticipated. The words "aim," "believe," "expect," "anticipate," "intend," "estimate," "will," "should," "could" and other expressions that indicate future events and trends identify forward-looking statements.

Actual future results and trends may differ materially from historical results or those anticipated depending on a variety of factors, including, but not limited to: the effects of, and changes in, worldwide economic conditions; foreign exchange rates and fluctuations in those rates; the timing and market acceptance of new product offerings; raw materials, including shortages and increases in the costs of key raw materials; and legal proceedings (see discussion of Legal Proceedings in Part I, Item 3 of this Form 10-K).

Item 8. Financial Statements and Supplementary Data.

<TABLE>

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<CAPTION>

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Consolidated Balance Sheet at December 31, 1999 and 1998	33
Consolidated Statement of Changes in Stockholders' Equity and Comprehensive Income for the years ended December 31, 1999, 1998 and 1997..........................	34
Consolidated Statement of Cash Flows for the years ended December 31,	

1999, 1998 and 1997 35

Notes to Consolidated Financial Statements 36-55
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Report of Independent Auditors

To the Stockholders and Board of Directors of Minnesota Mining and Manufacturing Company:

In our opinion, the consolidated financial statements as listed in Item 8 of this Form 10-K present fairly, in all material respects, the consolidated financial position of Minnesota Mining and Manufacturing Company and Subsidiaries at December 31, 1999 and 1998, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
St. Paul, Minnesota
February 14, 2000

<TABLE>
Consolidated Statement of Income

Minnesota Mining and Manufacturing Company and Subsidiaries
<CAPTION>

Years ended December 31 (Amounts in millions, except per-share amounts)	1999	1998	1997
<S>	<C>	<C>	<C>
Net sales	$15,659	$15,021	$15,070
Operating expenses			
Cost of goods sold	8,852	8,705	8,580
Restructuring charge - inventory	--	39	--
Total cost of goods sold	8,852	8,744	8,580
Selling, general and administrative expenses	3,879	3,784	3,815
Restructuring charge (credit) - other	(28)	454	--
Total	12,703	12,982	12,395
Operating income	2,956	2,039	2,675
Other income and expense			
Interest expense	109	139	94
Investment and other income - net	(33)	(42)	(56)
Gain on National Advertising Company divestiture - net	--	(10)	(803)
Total	76	87	(765)
Income before income taxes, minority interest and extraordinary loss	2,880	1,952	3,440
Provision for income taxes	1,032	685	1,241
Minority interest	85	54	78
Income before extraordinary loss	1,763	1,213	2,121
Extraordinary loss from early extinguishment of debt - net of income taxes	--	(38)	--
Net income	$ 1,763	$ 1,175	$ 2,121
Weighted average common shares outstanding - basic	402.0	403.3	412.7
Earnings per share - basic			
Income before extraordinary loss	$ 4.39	$ 3.01	$ 5.14
Extraordinary loss	--	(.10)	--
Net income	$ 4.39	$ 2.91	$ 5.14

Weighted average common shares outstanding - diluted	406.5	408.0	418.7
Earnings per share - diluted			
Income before extraordinary loss	$ 4.34	$ 2.97	$ 5.06
Extraordinary loss	--	(.09)	--
Net income	$ 4.34	$ 2.88	$ 5.06

<FN>
<F1>
The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.
</FN>
</TABLE>

<TABLE>
Consolidated Balance Sheet

Minnesota Mining and Manufacturing Company and Subsidiaries
<CAPTION>

At December 31 (Dollars in millions)	1999	1998
<S>	<C>	<C>
Assets		
Current assets		
Cash and cash equivalents	$ 387	$ 211
Other securities	54	237
Accounts receivable - net	2,778	2,666
Inventories	2,030	2,219
Other current assets	817	886
Total current assets	6,066	6,219
Investments	487	623
Property, plant and equipment - net	5,656	5,566
Other assets	1,687	1,745
Total	$13,896	$14,153
Liabilities and Stockholders' Equity		
Current liabilities		
Short-term debt	$ 1,130	$ 1,492
Accounts payable	1,008	868
Payroll	361	487
Income taxes	464	261
Other current liabilities	856	1,114
Total current liabilities	3,819	4,222
Long-term debt	1,480	1,614
Other liabilities	2,308	2,381
Stockholders' equity - net	6,289	5,936
Shares outstanding - 1999: 398,710,817 1998: 401,924,248		
Total	$13,896	$14,153

<FN>
<F1>
The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.
</FN>
</TABLE>

<TABLE>
Consolidated Statement of Changes in Stockholders' Equity and Comprehensive Income

Minnesota Mining and Manufacturing Company and Subsidiaries
<CAPTION>

(Dollars in millions, except per-share amounts)	Total	Common Stock and Capital in Excess of Par	Retained Earnings	Treasury Stock	Unearned Compen-sation ESOP	Accumulated Other Compre-hensive Income
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance at December 31, 1996	$6,284	$296	$8,756	$(2,193)	$(412)	$(163)
Net income	2,121		2,121			
Cumulative translation adjustment - net	(369)					(369)
Debt and equity securities, unrealized gain - net	(7)					(7)
Total comprehensive income	1,745					
Dividends paid ($2.12 per share)	(876)		(876)			
Amortization of unearned compensation	33				33	
Reacquired stock (18.7 million shares)	(1,693)			(1,693)		

Issuances pursuant to stock option and benefit plans (6.6 million shares)	433		(153)	586		
Balance at December 31, 1997	$5,926	$296	$9,848	$(3,300)	$(379)	$(539)
Net income	1,175		1,175			
Cumulative translation adjustment - net	29					29
Debt and equity securities, unrealized gain - net	2					2
Total comprehensive income	1,206					
Dividends paid ($2.20 per share)	(887)		(887)			
Amortization of unearned compensation	29				29	
Reacquired stock (7.4 million shares)	(618)			(618)		
Issuances pursuant to stock option and benefit plans (4.6 million shares)	280		(156)	436		
Balance at December 31, 1998	$5,936	$296	$9,980	$(3,482)	$(350)	$(508)
Net income	1,763		1,763			
Cumulative translation adjustment - net	(176)					(176)
Minimum pension liability adjustment - net	(30)					(30)
Debt and equity securities, unrealized gain - net	126					126
Total comprehensive income	1,683					
Dividends paid ($2.24 per share)	(901)		(901)			
Amortization of unearned compensation	23				23	
Reacquired stock (9.0 million shares)	(825)			(825)		
Issuances pursuant to stock option and benefit plans (5.7 million shares)	373		(101)	474		
Balance at December 31, 1999	$6,289	$296	$10,741	$(3,833)	$(327)	$(588)

<FN>
<F1>
The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.
</FN>
</TABLE>

<TABLE>
Consolidated Statement of Cash Flows

Minnesota Mining and Manufacturing Company and Subsidiaries
<CAPTION>

Years ended December 31 (Dollars in millions)	1999	1998	1997
<S>	<C>	<C>	<C>
Cash Flows from Operating Activities			
Net income	$1,763	$1,175	$2,121
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation	822	798	800
Amortization	78	68	70
Asset impairment charges (credits) - restructuring	(31)	182	--
Implant litigation - net	93	(255)	35
Gain on National Advertising Company divestiture - net	--	(6)	(495)
Income tax paid relating to divestiture	--	(4)	(308)
Discontinued operations	--	--	(112)
Accounts receivable	(186)	(160)	(149)
Inventories	96	195	(295)
Other - net	403	381	39
Net cash provided by operating activities	3,038	2,374	1,706
Cash Flows from Investing Activities			
Purchases of property, plant and equipment	(1,039)	(1,430)	(1,406)
Proceeds from sale of property, plant and equipment	108	25	38
Acquisitions of businesses	(374)	(200)	(8)
Proceeds from sale of businesses	249	57	1,030
Purchases of investments	(67)	(65)	(32)
Proceeds from sale of investments	9	41	21
Net cash used in investing activities	(1,114)	(1,572)	(357)
Cash Flows from Financing Activities			
Change in short-term debt - net	(164)	55	705
Repayment of long-term debt	(179)	(129)	(565)
Proceeds from long-term debt	2	645	337
Purchases of treasury stock	(825)	(618)	(1,693)
Reissuances of treasury stock	390	292	355
Dividends paid to stockholders	(901)	(887)	(876)
Distributions to minority interests	(51)	(96)	(22)
Net cash used in financing activities	(1,728)	(738)	(1,759)

Effect of exchange rate changes on cash	(20)	(83)	57
Net increase (decrease) in cash and cash equivalents	176	(19)	(353)
Cash and cash equivalents at beginning of year	211	230	583
Cash and cash equivalents at end of year	$ 387	$ 211	$ 230

<FN>
<F1>
The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.
</FN>
</TABLE>

Notes to Consolidated Financial Statements

Significant Accounting Policies

Consolidation: All significant subsidiaries are consolidated. All intercompany transactions are eliminated. As used herein, the term "3M" or "company" refers to Minnesota Mining and Manufacturing Company and subsidiaries unless the context indicates otherwise.

Foreign currency translation: Local currencies generally are considered the functional currencies outside the United States, except in countries treated as highly inflationary. Assets and liabilities for operations in local-currency environments are translated at year-end exchange rates. Income and expense items are translated at average rates of exchange prevailing during the year. Cumulative translation adjustments are recorded as a component of accumulated other comprehensive income in stockholders' equity.

For operations in countries treated as highly inflationary, certain financial statement amounts are translated at historical exchange rates, with all other assets and liabilities translated at year-end exchange rates. These translation adjustments are reflected in income and are not material.

Reclassifications: Certain reclassifications have been made to December 31, 1998, Consolidated Balance Sheet amounts to conform to the current-year presentation.

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents: Cash and cash equivalents consist of cash and temporary investments with maturities of three months or less when purchased.

Other securities and investments: Other securities consist of marketable securities and interest-bearing bank deposits with varied maturity dates. These securities are employed in the company's banking, captive insurance and cash management operations. Investments primarily include debt securities held by captive insurance and banking operations; the cash surrender value of life insurance policies; and real estate and venture capital investments. Unrealized gains and losses relating to other securities and investments classified as available-for-sale are recorded as a component of accumulated other comprehensive income in stockholders' equity. The company's banking operations were divested on June 30, 1999.

Inventories: Inventories are stated at lower of cost or market, with cost generally determined on a first-in, first-out basis.

Other assets: Other assets include product and other insurance receivables, goodwill, patents, other intangibles, deferred income taxes and other noncurrent assets. Goodwill is amortized on a straight-line basis over the

periods benefited, ranging from 5 to 40 years. Other intangible items are amortized on a straight-line basis over their estimated economic lives.

Revenue recognition: Revenue is recognized upon shipment of goods to customers and upon performance of services. The company sells a wide range of products to a diversified base of customers around the world and, therefore, believes there is no material concentration of credit

risk.

Property, plant and equipment: Depreciation of property, plant and equipment generally is computed using the straight-line method based on estimated useful lives of the assets. Estimated useful lives range from 5 to 40 years for building and improvements and 3 to 20 years for machinery and equipment. Fully depreciated assets are retained in property and accumulated depreciation accounts until removed from service. Upon disposal, assets and related accumulated depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to operations.

Advertising and merchandising: These costs are charged to operations in the year incurred.

Derivatives and hedging activities: The company uses interest rate swaps, currency swaps, and forward and option contracts to manage risks generally associated with foreign exchange rate, interest rate and commodity market volatility. All hedging instruments are designated and effective as hedges, in accordance with generally accepted accounting principles. Instruments that do not qualify for hedge accounting are marked to market with changes recognized in current earnings. The company does not hold or issue derivative financial instruments for trading purposes and is not a party to leveraged derivatives.

Realized and unrealized gains and losses for qualifying hedge instruments are deferred until offsetting gains and losses on the underlying transactions are recognized in earnings. These gains and losses generally are recognized either as interest expense over the borrowing period for interest rate and currency swaps; as an adjustment to cost of goods sold for inventory-related hedge transactions; or as a component of accumulated other comprehensive income in stockholders' equity for hedges of net investments in international companies. If the underlying hedged transaction ceases to exist, all changes in fair value of the related derivatives that have not been settled are recognized in earnings. Cash flows attributable to these financial instruments are included with the cash flows of the associated hedged items.

Accounting for stock-based compensation: The company uses the intrinsic value method for the Management Stock Ownership Program (MSOP). The General Employees' Stock Purchase Plan (GESPP) is considered noncompensatory.

Comprehensive income: Total comprehensive income and the components of accumulated other comprehensive income are presented in the Consolidated Statement of Changes in Stockholders' Equity and Comprehensive Income. Accumulated other comprehensive income is composed of foreign currency translation effects, including hedges of net investments in international companies, minimum pension liability adjustments, and unrealized gains and losses on available-for-sale debt and equity securities.

Earnings per share: The difference in the weighted average shares outstanding for calculating basic and diluted earnings per share is attributable to the assumed exercise of MSOP stock options, if dilutive, and also includes the effect of the assumed exercise of GESPP options for periods through June 30, 1997. Beginning July 1, 1997, GESPP options had no dilutive effect.

New accounting pronouncements: In 1999, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 137, "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133." The company must adopt Statement No. 133 no later than January 1, 2001. The company is reviewing the requirements of this standard. Although the company expects that this standard will not materially affect its financial position or results of operations, it has not yet finalized its determination of the impact of this standard on its consolidated financial statements.

Effective January 1, 1999, the company adopted Statement of Position (SOP)98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use," and SOP 98-5 "Reporting on the Costs of Start-Up Activities," both issued by the American Institute of Certified Public Accountants. These statements did not have a material effect on the consolidated financial statements because the company's existing accounting policies were generally in compliance.

Restructuring Charge

To reduce costs and improve productivity, the company initiated a restructuring program in the second half of 1998 to streamline

corporate structure, consolidate manufacturing operations and exit certain product lines. Related to this, the company recorded a restructuring charge of $493 million ($313 million after tax). A portion of this restructuring charge ($39 million) has been classified as a component of cost of goods sold. In 1999, the company recorded a change in estimate that reduced the restructuring charge by $28 million. The restructuring charge does not include the write-down of goodwill or other intangible assets. As of December 31, 1999, this restructuring program was substantially complete.

Of the total restructuring charge, $275 million relates to employee termination benefits for personnel reductions in each business segment and geographic area of the company and in all major functions. Under the plan, the company terminated 1,225 employees in the second half of 1998 and 3,288 employees in 1999, of whom about one-third were in the United States and two-thirds were abroad. Because certain employees can defer receipt of termination benefits, cash payments lag job eliminations. After subtracting payments of $244 million made through December 31, 1999, the company had a remaining liability of $31 million related to employee termination benefits at year-end, most of which relates to employees already terminated. This amount is classified in current liabilities (payroll) on the Consolidated Balance Sheet.

The company has consolidated or downsized manufacturing operations, including actions in seven locations in the United States, nine in Europe, four in the Asia Pacific area and two in Latin America. As part of the restructuring plan, the company has discontinued product lines that had combined annual sales of less than $100 million and marginal operating income.

The restructuring charge includes $112 million, net of salvage value, for the write-down of assets included in property, plant and equipment. These assets primarily include specialized 3M manufacturing machinery and equipment. Estimated salvage values are based on estimates of proceeds upon sale of certain affected assets.

The restructuring charge also includes $78 million for losses on inventory write-downs and other exit costs. The company has taken an inventory write-down of $39 million, which has been classified as a component of cost of goods sold, for certain product lines that were discontinued primarily in 1998. Other exit costs include $39 million in incremental costs and contractual obligations for items such as leasehold termination payments and other facility exit costs incurred as a direct result of the plan. After subtracting $31 million in payments made through December 31, 1999, the company had a remaining balance of $8 million in other current liabilities for these exit costs at December 31, 1999.

<TABLE>
<CAPTION>

Restructuring Information (Millions)	Employee Termination Benefits	Write-down of Property, Plant and Equipment	Inventory	Other	Total
<S>	<C>	<C>	<C>	<C>	<C>
1998 restructuring charge					
Third quarter	$102	$161	$29	$40	$332
Fourth quarter	169	--	10	--	179
Fourth quarter change in estimate	--	(18)	--	--	(18)
Total-year 1998	$271	$143	$39	$40	$493
1999 change in estimate	4	(31)	--	(1)	(28)
Total restructuring charge	$275	$112	$39	$39	$465

</TABLE>

<TABLE>
<CAPTION>

Restructuring Liability (Millions)	Employee Termination Benefits	Other	Total
<S>	<C>	<C>	<C>
September 30, 1998 liability	$102	$40	$142
Fourth-quarter 1998 employee termination benefits charge	169	--	169
Fourth-quarter 1998 cash payments	(39)	(8)	(47)
December 31, 1998 liability	$232	$32	$264
1999 cash payments	(205)	(23)	(228)
1999 change in estimate	4	(1)	3
December 31, 1999 liability	$ 31	$ 8	$39

</TABLE>

Acquisitions and Divestitures

Acquisition of Dyneon minority interest: On December 28, 1999, 3M finalized the acquisition of the outstanding 46 percent minority

interest in Dyneon LLC from Celanese AG for approximately $340 million in cash, primarily financed by debt. The purchase method of accounting was used for this acquisition. Based on a preliminary allocation, the purchase price exceeds the recorded basis of the minority interest net assets by approximately $265 million, of which approximately $180 million represents goodwill and other intangible assets that

will be amortized over 15 years or less. Dyneon's assets, liabilities, revenues and expenses were already fully consolidated in 3M's financial statements, with the 46 percent minority interest eliminated on the minority interest line to reflect 3M's net position. If this acquisition had occurred at the beginning of 1999, the effect on results of operations would not have been material.

Divestitures: On June 30, 1999, the company closed on the sale of Eastern Heights Bank, a subsidiary banking operation, and on the sale of the assets of its cardiovascular systems business. These divestitures generated cash proceeds of $203 million and, net of an investment valuation adjustment, resulted in a pre-tax gain of $104 million ($55 million after tax) in the second quarter of 1999. 3M also recorded a pre-tax gain of $43 million ($26 million after tax) related to divestitures, mainly in the Health Care Markets segment, in the third quarter of 1999. These pre-tax gains are recorded as a reduction of selling, general and administrative expenses in the Consolidated Statement of Income.

Gain on National Advertising Company divestiture: Effective August 15, 1997, the company sold National Advertising Company, an outdoor and mall advertising subsidiary, for cash proceeds of $1.0 billion. After adjusting for the net cost of the assets sold and for the expenses associated with the divestiture, the company realized a gain of $803 million ($495 million after tax), or $1.18 per diluted share, in 1997. National Advertising Company had annual sales of about $200 million and operating income of about $35 million. In 1998, a $10 million gain was recorded to finalize the accounting for this sale.

<TABLE>
Supplemental Statement of Income Information
<CAPTION>

(Millions)	1999	1998	1997
<S>	<C>	<C>	<C>
Research, development and related expenses	$1,038	$1,016	$1,002
Advertising and merchandising costs	484	448	471

</TABLE>

Research and development expenses, covering basic scientific research and the application of scientific advances to the development of new and improved products and their uses, totaled $688 million, $648 million and $634 million in 1999, 1998 and 1997, respectively. Related expenses primarily include technical support provided by the laboratories for existing products.

<TABLE>
Supplemental Balance Sheet Information
<CAPTION>

(Millions)	1999	1998
<S>	<C>	<C>
Accounts receivable		
Accounts receivable	$ 2,860	$ 2,751
Less allowances	82	85
Accounts receivable - net	$ 2,778	$ 2,666
Inventories		
Finished goods	$ 1,103	$ 1,161
Work in process	544	613
Raw materials	383	445
Total inventories	$ 2,030	$ 2,219
Other current assets		
Product and other insurance receivables	$ 291	$ 291
Deferred income taxes	172	175
Other	354	420
Total other current assets	$ 817	$ 886
Other securities and investments		
Held-to-maturity (amortized cost)	$ 50	$ 164
Available-for-sale (fair value)	254	214
Other (cost, which approximates fair value)	237	482
Total other securities and investments	$ 541	$ 860
Property, plant and equipment - at cost		
Land	$ 265	$ 283

Buildings and leasehold improvements	3,429	3,328
Machinery and equipment	9,083	9,102
Construction in progress	602	684
	13,379	13,397
Less accumulated depreciation	7,723	7,831
Property, plant and equipment - net	$ 5,656	$ 5,566
Other assets		
Intangible assets and software - net	$ 657	$ 523
Product and other insurance receivables	634	862
Prepaid pension benefits	265	243
Deferred income taxes	88	88
Other	43	29
Total other assets	$ 1,687	$ 1,745

</TABLE>

Supplemental Balance Sheet Information (continued)
<TABLE>
<CAPTION>

(Millions)	1999	1998
<S>	<C>	<C>
Other current liabilities		
Product and other claims	$ 141	$ 221
Nonfunded pension and postretirement benefits	72	57
Restructuring	8	32
Deposits - banking operations*	--	149
Deferred income taxes	5	6
Other	630	649
Total other current liabilities	$ 856	$ 1,114
Other liabilities		
Nonfunded pension and postretirement benefits	$ 761	$ 695
Product and other claims	397	447
Minority interest in subsidiaries	371	390
Deposits - banking operations*	--	260
Deferred income taxes	332	193
Other	447	396
Total other liabilities	$ 2,308	$ 2,381

<FN>
<F1>
* Primarily demand deposits and, as such, the carrying amount approximates fair value. The company's banking operations were divested on June 30, 1999.
</FN>
</TABLE>

Supplemental Stockholders' Equity and Comprehensive Income Information
Common stock ($.50 par value per share; without par value at December 31, 1996) of 1 billion shares is authorized, with 472,016,528 shares issued in 1999, 1998 and 1997. Common stock and capital in excess of par includes $60 million transferred from common stock to capital in excess of par value during 1997. Preferred stock, without par value, of 10 million shares is authorized but unissued.

In 1999, deferred income taxes for the unrealized gain on debt and equity securities totaled $77 million, and for minimum pension liability adjustments totaled $36 million. Reclassification adjustments in 1999 for realized gains included in net income totaled $41 million ($25 million after tax). These gains related to appreciated equity securities donated to the 3M Foundation in December 1999. In 1999, 1998 and 1997, other deferred income tax effects and other reclassification adjustments were not material. The following table shows the ending balances of the components of accumulated other comprehensive income.

Supplemental Stockholders' Equity and Comprehensive Income Information (continued)
<TABLE>
<CAPTION>
Accumulated other comprehensive income

(Millions)	1999	1998	1997
<S>	<C>	<C>	<C>
Cumulative translation - net	$(694)	$(518)	$(547)
Minimum pension liability adjustments - net	(30)	--	--
Debt and equity securities, unrealized gain - net	136	10	8
Total accumulated other comprehensive income	$(588)	$(508)	$(539)

</TABLE>

<TABLE>
Supplemental Cash Flow Information
<CAPTION>

(Millions)	1999	1998	1997
Income tax payments	$653	$467	$1,123
Interest payments	114	130	91

Income tax payments in 1997 include $308 million related to the gain on the sale of National Advertising Company.

In 1999, 3M exchanged assets used in the business, but not held for sale, with a fair market value of $61 million plus cash of $12 million, for similar assets having a fair market value of $73 million. No gain was recognized on this nonmonetary exchange of productive assets. Also in 1999, 3M donated to the 3M Foundation appreciated property with a market value of $66 million, resulting in $8 million of pre-tax expense, which represented the company's cost of the securities.

In 1998, the 3M Employee Stock Ownership Plan (ESOP) refinanced its existing debt by issuing new debt of $385 million. Because the company has guaranteed repayment of the ESOP debt, the debt and related unearned compensation are recorded on the Consolidated Balance Sheet. The repayment of principal and proceeds of long-term debt relating to the ESOP have been excluded from the financing activities of the company in the Consolidated Statement of Cash Flows because the funds involved were received and disbursed by the ESOP trust.

In 1997, cash outflows from discontinued operations related to the costs associated with the final disposition of the company's audio and video businesses pursuant to the plan approved in November 1995.

Debt

Short-Term Debt (Millions)	Effective Interest Rate*	1999	1998
Commercial paper	5.95%	$ 786	$ 978
Long-term debt - current portion	6.52%	36	131
Other borrowings	7.82%	308	383
Total short-term debt		$1,130	$1,492

Long-Term Debt (Millions)	Effective Interest Rate*	Maturity Date	1999	1998
ESOP debt guarantee	5.62%	2001-2009	$ 333	$ 359
U.S. dollar 6.375% note	6.38%	2028	330	330
U.S. dollar 6.625% Eurobond	5.84%	2001	250	250
3M Deutschland GmbH 5.75% Eurobond	2.95%	2001	187	216
German mark 5% Euronote	5.83%	2001	165	165
Sumitomo 3M Limited 0.795% note	0.80%	2003	98	88
Other borrowings	5.60%	2001-2037	117	206
Total long-term debt			$1,480	$1,614

*Reflects the effects of interest rate and currency swaps at December 31, 1999.

Debt with fixed interest rates includes the ESOP, U.S. dollar 6.375 percent note, Sumitomo 3M Limited note, and a portion of other borrowings. ESOP debt is serviced by dividends on stock held by the ESOP and by company contributions. These contributions are reported as an employee benefit expense in the Consolidated Statement of Income. Debt not denominated in U.S. dollars includes the 5.75 percent Eurobond, the Sumitomo 3M Limited note, and most of other borrowings. Other borrowings include debt held by 3M's international companies, and floating rate notes and industrial bond issues in the United States.

Maturities of long-term debt for the next five years are: 2000, $36 million; 2001, $652 million; 2002, $38 million; 2003, $131 million; and 2004, $35 million.

The company estimates that the fair value of short-term debt approximates the carrying amount of this debt. The fair value of long-term debt, based on third-party quotes, is estimated at $1.376 billion. Debt covenants do not restrict the payment of dividends. At year-end 1999, the company had available short-term lines of credit totaling about $661 million.

Other Financial Instruments
Interest rate and currency swaps: The company uses interest rate and currency swaps to manage interest rate risk related to borrowings. The notional amounts shown in the table below serve solely as a basis for the calculation of payment streams to be exchanged. These notional amounts are not a measure of the company's exposure through its use of derivatives. These instruments generally mature in relationship to their underlying debt and have maturities extending to 2001. Unrealized gains and losses and exposure to changes in market conditions were not material at December 31, 1999, for interest rate swaps, and at December 31, 1998, for interest rate and currency swaps. Currency swaps at December 31, 1999, had an unrealized gain of $13 million and unrealized losses of $61 million, largely offset by an unrealized gain of $39 million relating to an underlying debt instrument.

<TABLE>
<CAPTION>

Notional Amounts (Millions)	1999	1998
<S>	<C>	<C>
Interest rate swaps	$550	$350
Currency swaps	465	265

</TABLE>

Foreign exchange forward and option contracts: The company has entered into foreign exchange forward and option contracts, the majority of which have maturities of less than one year. The face amounts represent contracted U.S. dollar equivalents of forward and option contracts denominated in foreign currencies. The amounts at risk are not material because the company has the ability to generate offsetting foreign currency cash flows. Unrealized gains and losses at December 31, 1999 and 1998, were not material.

<TABLE>
<CAPTION>

Face Amounts (Millions)	1999	1998
<S>	<C>	<C>
Forward contracts	$ 997	$1,050
Options purchased	140	590
Options sold	--	88

The company engages in hedging activities to reduce exchange rate risks arising from cross-border cash flows denominated in foreign currencies. The company operates on a global basis, generating more than half its revenues internationally and engaging in substantial product and financial transfers among geographic areas. Major forward contracts at December 31, 1999, were denominated in European euros, Japanese yen, Singapore dollars and British pounds.

Credit risk: The company is exposed to credit loss in the event of nonperformance by counterparties in interest rate swaps, currency swaps, and option and foreign exchange contracts, but does not anticipate nonperformance by any of these counterparties. The company actively monitors its exposure to credit risk through the use of credit approvals and credit limits, and by selecting major international banks and financial institutions as counterparties.

Income Taxes
At December 31, 1999, about $2.550 billion of retained earnings attributable to international companies were considered to be indefinitely invested. No provision has been made for taxes that might be payable if these earnings were remitted to the United States. It is not practical to determine the amount of incremental taxes that might arise were these earnings to be remitted.

In 1998, the company refinanced debt related to its Employee Stock Ownership Plan. The provision for income taxes excludes a $21 million tax benefit (classified as part of the extraordinary loss) related to this refinancing.

</TABLE>
<TABLE>
Income before Income Taxes,
Minority Interest and Extraordinary Loss
<CAPTION>

(Millions)	1999	1998	1997
<S>	<C>	<C>	<C>
United States	$2,020	$1,326	$2,607

International	860	626	833
Total	$2,880	$1,952	$3,440

</TABLE>
<TABLE>
Provision for Income Taxes
<CAPTION>

(Millions)	1999	1998	1997
<S>	<C>	<C>	<C>
Currently payable			
Federal	$ 423	$ 186	$ 823
State	66	52	127
International	402	308	370
Deferred			
Federal	171	149	(57)
State	15	13	(5)
International	(45)	(23)	(17)
Total	$1,032	$ 685	$1,241

</TABLE>

<TABLE>
Components of Deferred Tax Assets
and Liabilities
<CAPTION>

(Millions)	1999	1998
<S>	<C>	<C>
Accruals currently not deductible		
Employee benefit costs	$288	$288
Severance and other restructuring costs	10	93
Product and other claims	205	254
Product and other insurance receivables	(353)	(439)
Accelerated depreciation	(423)	(333)
Other	196	201
Net deferred tax asset (liability)	$(77)	$ 64

</TABLE>

<TABLE>
<CAPTION>

Reconciliation of Effective Income Tax Rate	1999	1998	1997
<S>	<C>	<C>	<C>
Statutory U.S. tax rate	35.0%	35.0%	35.0%
State income taxes - net	1.8	2.4	2.3
International income taxes - net	.2	.8	.2
All other - net	(1.2)	(3.1)	(1.4)
Effective worldwide tax rate	35.8%	35.1%	36.1%

</TABLE>

Business Segments

In the third quarter of 1999, the company reorganized its management reporting structure into six business segments. Prior year amounts have been retroactively restated to reflect this change in business segment reporting. 3M's businesses are organized, managed and internally reported as six segments based on differences in products, technologies and services. These segments are Industrial; Transportation, Graphics and Safety; Health Care; Consumer and Office; Electro and Communications; and Specialty Material. These segments have worldwide responsibility for virtually all of the company's product lines. 3M is not dependent on any single product or market.

Transactions among reportable segments are recorded at cost. 3M is an integrated enterprise characterized by substantial intersegment cooperation, cost allocations and inventory transfers. Therefore, management does not represent that these segments, if operated independently, would report the operating income and other financial information shown.

Operating income in 1999 includes a non-recurring net gain of $100 million. This relates to divestitures of certain health care businesses and Eastern Heights Bank, litigation expense, an investment valuation adjustment, and a change in estimate that reduced the 1998 restructuring charge. Of this $100 million gain, $62 million was recorded in Health Care and $38 million in Corporate and Unallocated. Operating income in 1998 includes a restructuring charge of $493 million in Corporate and Unallocated.

<TABLE>
<CAPTION>

Business Segments	Major Products
<S>	<S>
Industrial	Tapes and coated abrasives
Transportation, Graphics and Safety	Reflective sheeting, commercial graphics systems, films, inks and substrates, respirators, automotive products and

	optical films
Health Care	Medical/surgical supplies, skin health products, pharmaceuticals, dental products, health information systems, microbiology products and closures for disposable diapers
Consumer and Office	Sponges, scour pads, high performance cloths, consumer and office tapes, repositionable notes, carpet and fabric protectors, floor matting, commercial cleaning products and do-it-yourself products
Electro and Communications	Connecting, insulating and splicing solutions for the electrical, electronics and telecommunications industries
Specialty Material	Fluorochemicals for automotive, electronics, textile, paper and other industries

</TABLE>

Business segments (continued):

<TABLE>
<CAPTION>
Business Segment Information

(Millions)		Net Sales	Operating Income	Assets**	Depr. and Amort.	Capital Expenditures
<S>	<S>	<C>	<C>	<C>	<C>	<C>
Industrial	1999	$ 3,394	$ 613	$ 2,357	$220	$ 200
	1998	3,360	561	2,394	199	276
	1997	3,419	544	2,366	186	283
Transportation,	1999	3,228	679	2,673	140	197
Graphics and Safety	1998	3,021	532	2,652	170	331
	1997	3,112	585	2,368	191	363
Health Care	1999	3,118	686	2,076	203	187
	1998	3,086	571	2,168	161	221
	1997	3,004	521	2,042	183	217
Consumer and Office	1999	2,688	408	1,589	118	121
	1998	2,613	398	1,614	136	178
	1997	2,616	438	1,561	105	131
Electro and	1999	2,014	406	1,359	130	192
Communications	1998	1,741	263	1,177	111	222
	1997	1,739	327	1,103	114	167
Specialty Material	1999	1,166	188	1,323	79	142
	1998	1,105	194	1,112	66	186
	1997	1,090	192	928	70	200
Corporate and	1999	51	(24)	2,519	10	--
Unallocated*	1998	95	(480)	3,036	23	16
	1997	90	68	2,870	21	45
Total Company	1999	$15,659	$2,956	$13,896	$900	$1,039
	1998	15,021	2,039	14,153	866	1,430
	1997	15,070	2,675	13,238	870	1,406

<FN>
<F1>
*Corporate and Unallocated operating income principally includes corporate investment gains and losses, certain derivative gains and losses, insurance-related gains and losses, banking operating results (divested June 30, 1999), certain litigation expenses, restructuring charges and other miscellaneous items. Because this category includes a variety of miscellaneous items, it is subject to fluctuation on a quarterly and annual basis.
</F2>
**Segment assets primarily include accounts receivable; inventory; property, plant and equipment - net; and other miscellaneous assets. Assets included in Corporate and Unallocated principally are cash and cash equivalents; other securities; insurance receivables; deferred income taxes; certain investments and other assets; and certain unallocated property, plant and equipment.
</FN>
</TABLE>

Geographic Areas
Information in the table below is presented on the basis the company uses to manage its businesses. Export sales and certain income and expense items are reported within the geographic area where the final sales to customers are made. Prior year amounts have been retroactively restated to conform to the current-year presentation.

In 1999, operating income for eliminations and other includes a non-recurring net gain of $100 million related to gains on divestitures, litigation expense, an investment valuation adjustment, and a change in estimate that reduced the 1998 restructuring charge. In 1998, operating income for eliminations and other includes a $493 million restructuring charge.

<TABLE>
<CAPTION>
Geographic Area Information

(Millions)		United States	Europe and Middle East	Asia Pacific	Latin America, Africa and Canada	Eliminations and Other	Total Company
<S>	<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net sales to customers	1999	$7,478	$3,800	$2,887	$1,467	$ 27	$15,659
	1998	7,231	3,856	2,375	1,539	20	15,021
	1997	7,242	3,640	2,632	1,530	26	15,070
Operating Income	1999	$1,198	$ 574	$ 768	$ 348	$ 68	$ 2,956
	1998	1,185	515	512	339	(512)	2,039
	1997	1,290	431	611	360	(17)	2,675
Property, plant and equipment - net	1999	$3,551	$1,007	$ 746	$ 352	$ --	$ 5,656
	1998	3,376	1,107	709	374	--	5,566
	1997	3,133	1,013	532	356	--	5,034

</TABLE>

Retirement and Postretirement Benefit Plans
3M has various company-sponsored retirement plans covering substantially all U.S. employees and many employees outside the United States. Pension benefits are based principally on an employee's years of service and compensation near retirement. In addition to providing pension benefits, the company provides certain postretirement health care and life insurance benefits for substantially all of its U.S. employees who reach retirement age while employed by the company. Most international employees and retirees are covered by government health care programs. The cost of company-provided health care plans for these international employees is not material.

The company's pension funding policy is to deposit with independent trustees amounts at least equal to those required by law. Trust funds and deposits with insurance companies are maintained to provide pension benefits to plan participants and their beneficiaries. In addition, the company has set aside funds for its U.S. postretirement plan with an independent trustee and makes periodic contributions to the plan.

The company's U.S. nonqualified pension plan had an unfunded accumulated benefit obligation of $171 million at December 31, 1999, and $175 million at December 31, 1998. There are no plan assets in the nonqualified plan due to its nature.

Certain international pension plans were underfunded as of year-end 1999 and 1998. The accumulated benefit obligations of these plans were $467 million in 1999 and $418 million in 1998. The assets of these plans were $353 million in 1999 and $384 million in 1998. The net underfunded amounts are included in current and other liabilities on the Consolidated Balance Sheet.

<TABLE>
<CAPTION>
Benefit Plan Information

	Qualified and Nonqualified Pension Benefits				Postretirement Benefits	
	United States		International			
(Millions)	1999	1998	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Reconciliation of benefit obligation						
Beginning balance	$6,201	$5,392	$2,153	$1,773	$ 1,030	$ 995
Service cost	150	130	88	80	42	36
Interest cost	387	377	98	95	69	62
Participant contributions	-	-	7	6	9	6
Foreign exchange rate changes	-	-	(34)	60	1	-
Plan amendments	8	100	3	-	-	-
Actuarial(gain)loss	(823)	492	(21)	183	(56)	(2)

Benefit payments	(326)	(290)	(60)	(44)	(79)	(67)
Ending balance	$5,597	$6,201	$2,234	$2,153	$ 1,016	$1,030
Reconciliation of plan assets at fair value						
Beginning balance	$6,233	$5,411	$2,028	$1,796	$ 523	$ 482
Actual return on plan assets	807	1,018	173	164	19	52
Company contributions	86	83	51	58	64	50
Participant contributions	-	-	7	6	9	6
Foreign exchange rate changes	-	-	(45)	45	-	-
Benefit payments	(313)	(279)	(59)	(41)	(78)	(67)
Ending balance	$6,813	$6,233	$2,155	$2,028	$ 537	$ 523
Funded status of plans						
Plan assets at fair value less benefit obligation	$1,216	$ 32	$ (79)	$ (125)	$ (480)	$ (507)
Unrecognized transition (asset) obligation	-	(37)	21	24	-	-
Unrecognized prior service cost	142	179	36	49	12	(48)
Unrecognized (gain) loss	(1,325)	(181)	13	47	(37)	58
Net amount recognized	$ 33	$ (7)	$ (9)	$ (5)	$ (505)	$ (497)
Amounts recognized in the Consolidated Balance Sheet consist of:						
Prepaid assets	$ 184	$ 99	$ 74	$ 74	-	-
Accrued liabilities	(171)	(175)	(157)	(80)	$ (505)	$ (497)
Intangible assets	6	69	1	1	-	-
Accumulated other comprehensive income - pre-tax	14	-	73	-	-	-
Net amount recognized	$ 33	$ (7)	$ (9)	$ (5)	$ (505)	$ (497)

</TABLE>

<TABLE>
<CAPTION>

Benefit Plan Information	Qualified and Nonqualified Pension Benefits						Postretirement Benefits		
	United States			International					
Millions)	1999	1998	1997	1999	1998	1997	1999	1998	1997
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Components of net periodic benefit cost									
Service cost	$150	$130	$115	$ 88	$ 80	$ 67	$ 42	$ 36	$ 36
Interest cost	387	377	354	98	95	96	69	62	65
Expected return on assets	(501)	(440)	(381)	(108)	(103)	(106)	(34)	(32)	(28)
Amortization of transition (asset) obligation	(37)	(37)	(37)	2	(1)	(1)	-	-	-
Amortization of prior service cost or benefit	45	38	36	8	8	9	(11)	(11)	(11)
Recognized net actuarial (gain) loss	14	-	-	2	3	(1)	-	-	1
Net periodic benefit cost	$ 58	$ 68	$ 87	$ 90	$ 82	$ 64	$ 66	$ 55	$ 63
Weighted average assumptions									
Discount rate	7.50%	6.50%	7.00%	5.67%	5.58%	6.47%	7.50%	6.50%	7.00%
Expected return on assets	9.00%	9.00%	9.00%	6.69%	6.72%	7.03%	8.19%	6.25%	6.25%
Compensation rate increase	4.65%	4.65%	4.85%	4.12%	4.02%	4.35%	4.65%	4.65%	4.85%

</TABLE>

The company expects its health care cost trend rate for postretirement benefits to slow from 6.1 percent in 2000 to 5.0 percent in 2004, after which the rate is expected to stabilize. A one percentage point change in the assumed health care cost trend rates would have the following effects.

<TABLE>
<CAPTION>

(Millions)	One Percentage Point Increase	One Percentage Point Decrease
<S>	<C>	<C>
Effect on current year's benefit expense	$ 15	$(13)
Effect on benefit obligation	102	(87)

</TABLE>

Leases

Rental expense under operating leases was $113 million in 1999, and $125 million in both 1998 and 1997. The table below shows minimum payments under operating leases with noncancelable terms in excess of one year, as of December 31, 1999.

<TABLE>
<CAPTION>

(Millions)	2000	2001	2002	2003	2004	After 2004	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Minimum lease payments	$61	$48	$33	$20	$13	$82	$257

</TABLE>

Employee Savings and Stock Ownership Plans

The company sponsors employee savings plans under Section 401(k) of the Internal Revenue Code. These plans are offered to substantially all regular U.S. employees. Employee contributions of up to 6 percent of compensation are matched at rates ranging from 10 to 35 percent, with additional company contributions depending upon company performance.

The company maintains an Employee Stock Ownership Plan (ESOP). This plan was established in 1989 as a cost effective way of funding the majority of the company's contributions under 401(k) employee savings plans. Total ESOP shares are considered to be shares outstanding for earnings per share calculations.

In 1998, the ESOP refinanced its existing debt by issuing new debt of $385 million at an interest rate of 5.62 percent. This refinancing extended the life of the original ESOP from 2004 to 2009. The company incurred a one-time charge of $59 million ($38 million net of tax), or 9 cents per diluted share, which is reported as an extraordinary loss from early extinguishment of debt.

Dividends on shares held by the ESOP are paid to the ESOP trust and, together with company contributions, are used by the ESOP to repay principal and interest on the outstanding notes. Over the life of the notes, shares are released for allocation to participants based on the ratio of the current year's debt service to the remaining debt service prior to the current payment.

The ESOP has been the primary funding source for the company's employee savings plans. Expenses related to the ESOP include total debt service on the notes, less dividends. The company contributes treasury shares, accounted for at fair value, to employee savings plans to cover obligations not funded by the ESOP. These amounts are reported as an employee benefit expense. Unearned compensation, shown as a reduction of stockholders' equity, is reduced symmetrically as the ESOP makes principal payments on the debt.

<TABLE>
<CAPTION>
Employee Savings and Stock Ownership Plans

(Millions)	1999	1998	1997
<S>	<C>	<C>	<C>
Dividends on shares held by the ESOP	$ 31	$ 31	$ 30
Company contributions to the ESOP	7	44	37
Interest incurred on ESOP notes	21	29	32
Expenses related to ESOP debt service	14	37	36
Expenses related to treasury shares	50	2	2

</TABLE>

<TABLE>
<CAPTION>

ESOP Debt Shares	1999	1998	1997
<S>	<C>	<C>	<C>
Allocated	6,596,898	6,586,192	6,006,099
Committed to be released	280,615	85,153	184,181
Unreleased	6,709,549	7,457,885	8,286,949
Total ESOP debt shares	13,587,062	14,129,230	14,477,229

</TABLE>

General Employees' Stock Purchase Plan

In May 1997, shareholders approved 15 million shares for issuance under the company's General Employees' Stock Purchase Plan (GESPP). Substantially all employees are eligible to participate in the GESPP. Participants are granted options at 85 percent of market value at the date of grant. Effective July 1, 1997, options are granted on the first business day and exercised on the last business day of the same month. Previously, GESPP options were exercised within 27 months from the date of grant.

<TABLE>
<CAPTION>

	1999		1998		1997	
	Shares	Exercise Price*	Shares	Exercise Price*	Shares	Exercise Price*
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Under option-						
January 1	--	$ --	--	$ --	292,495	$62.35
Granted	1,210,189	72.25	1,271,120	69.91	1,123,358	77.50
Exercised	(1,210,189)	72.25	(1,271,120)	69.91	(1,293,282)	74.67

Canceled	--	--	--	--	(122,571)	71.21
December 31	--	--	--	--	--	--
Shares available for grant-						
December 31	11,769,988		12,980,177		14,251,297	

<FN>
<F1>
*Weighted average
</FN>
</TABLE>

Management Stock Ownership Program
In May 1997, shareholders approved 35 million shares for issuance under the Management Stock Ownership Program (MSOP). Management stock options are granted at market value at the date of grant. These options generally are exercisable one year after the date of grant and expire 10 years from the date of grant. At year-end 1999, there were 10,580 participants in the plan.

<TABLE>
<CAPTION>

	1999		1998		1997	
	Shares	Exercise Price*	Shares	Exercise Price*	Shares	Exercise Price*
Under option-						
January 1	29,330,549	$67.72	26,831,852	$59.75	26,487,335	$52.61
Granted	5,697,333	94.32	5,872,537	92.78	5,598,761	91.25
Exercised	(4,201,886)	52.50	(3,300,215)	47.76	(5,241,804)	46.99
Canceled	(123,581)	93.35	(73,625)	93.35	(12,440)	91.70
December 31	30,702,415	$74.67	29,330,549	$67.72	26,831,852	$59.75
Options exercisable-						
December 31	25,213,683	$70.27	24,031,395	$62.09	21,673,983	$52.12
Shares available for grant-						
December 31	18,088,285		23,780,604		29,640,776	

<FN>
<F1>
*Weighted average
</FN>
</TABLE>

Management Stock Ownership Program (continued)

<TABLE>
Options Outstanding and Exercisable at December 31, 1999
<CAPTION>

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Shares	Remaining Contractual Life (months)*	Exercise Price*	Shares	Exercise Price*
$38.62-60.00	10,129,887	46	$50.00	10,129,887	$50.00
63.00-92.00	10,296,264	83	79.46	10,296,264	79.46
93.00-99.20	10,276,264	114	94.18	4,787,532	93.37

<FN>
<F1>
*Weighted average
</FN>
</TABLE>

Stock-Based Compensation
No compensation cost has been recognized for the General Employees' Stock Purchase Plan (GESPP) or the Management Stock Ownership Program (MSOP). Pro forma amounts based on the options' estimated fair value, net of tax, at the grant dates for awards under the GESPP and MSOP are presented below.

<TABLE>
Pro Forma Net Income and Earnings Per Share
<CAPTION>

(Millions)	1999	1998	1997
Net income			
As reported	$1,763	$1,175	$2,121
Pro forma	1,652	1,072	2,032
Earnings per share - basic			
As reported	$ 4.39	$ 2.91	$ 5.14
Pro forma	4.11	2.66	4.92
Earnings per share - diluted			
As reported	$ 4.34	$ 2.88	$ 5.06
Pro forma	4.06	2.63	4.85

</TABLE>

The weighted average fair value per option granted during 1999, 1998

and 1997 was $12.75, $12.34 and $13.67, respectively, for the GESPP, and $22.86, $20.41 and $21.81, respectively, for the incentive MSOP grants. The weighted average fair value was calculated by using the fair value of each option on the date of grant. The fair value of GESPP options was based on the 15 percent purchase discount. For MSOP options, the fair value was calculated utilizing the Black-Scholes option-pricing model and the assumptions that follow.

MSOP Assumptions	1999	1998	1997
Risk-free interest rate	5.4%	5.7%	6.6%
Dividend growth rate	5.0%	5.8%	5.8%
Volatility	22.3%	17.6%	15.0%
Expected life (months)	66	69	67

The GESPP and MSOP options, if exercised, would have the following dilutive effect on shares outstanding for 1999, 1998 and 1997, respectively: 4.5 million, 4.7 million and 6.0 million shares. Beginning July 1, 1997, GESPP options had no dilutive effect. Certain MSOP options outstanding for years 1999 and 1998 (8.7 million shares and 10.8 million shares, respectively) were not included in the computation of diluted earnings per share because they would not have a dilutive effect.

Legal Proceedings

Discussion of legal matters is incorporated by reference from Part I, Item 3, of this Form 10-K, and should be considered an integral part of the Consolidated Financial Statements and Notes.

Quarterly Data (Unaudited)

(Millions, except per-share amounts)

	First	Second	Third	Fourth	Year
Net sales					
1999	$ 3,776	$ 3,863	$ 3,997	$ 4,023	$15,659
1998	3,700	3,770	3,766	3,785	15,021
Cost of goods sold*					
1999	$ 2,162	$ 2,188	$ 2,253	$ 2,249	$ 8,852
1998	2,096	2,162	2,219	2,267	8,744
Income before extraordinary loss*					
1999	$ 384	$ 476	$ 459	$ 444	$ 1,763
1998	400	386	178	249	1,213
Net income*					
1999	$ 384	$ 476	$ 459	$ 444	$ 1,763
1998	400	386	178	211	1,175
Basic earnings per share - income before extraordinary loss*					
1999	$ .95	$ 1.18	$ 1.14	$ 1.11	$ 4.39
1998	.99	.95	.44	.62	3.01
Basic earnings per share - net income*					
1999	$ .95	$ 1.18	$ 1.14	$ 1.11	$ 4.39
1998	.99	.95	.44	.52	2.91
Diluted earnings per share - income before extraordinary loss*					
1999	$ .95	$ 1.17	$ 1.13	$ 1.10	$ 4.34
1998	.98	.94	.44	.61	2.97
Diluted earnings per share - net income*					
1999	$ .95	$ 1.17	$ 1.13	$ 1.10	$ 4.34
1998	.98	.94	.44	.52	2.88
Stock price comparisons (NYSE composite transactions)					
1999 High	$ 81.38	$ 96.38	$100.00	$103.38	$103.38
1999 Low	69.31	70.06	85.00	87.44	69.31
1998 High	96.13	97.88	84.44	87.50	97.88
1998 Low	80.06	80.38	65.63	69.38	65.63

* Third-quarter 1999 includes gains on divestitures, litigation expense and a change in estimate that reduced the 1998 restructuring charge. These items resulted in a net loss of $4 million ($3 million after tax), or 1 cent per diluted share. Second-quarter 1999 includes gains

on divestitures, net of an investment valuation adjustment, of $104 million ($55 million after tax), or 14 cents per diluted share. Fourth-quarter 1998 includes a restructuring charge of $161 million ($99 million after tax), or 25 cents per diluted share, and an extraordinary loss from early extinguishment of debt of $38 million (net of tax), or 9 cents per diluted share. Third-quarter 1998 includes a restructuring charge of $332 million ($214 million after tax), or 53 cents per diluted share. The inventory portion of the restructuring charge, included in cost of goods sold, totaled $29 million in third-quarter 1998 and $10 million in fourth-quarter 1998.
</FN>
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Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

PART III

Item 10. Directors and Executive Officers of the Registrant.

Item 11. Executive Compensation.

Item 12. Security Ownership of Certain Beneficial Owners and Management.

Item 13. Certain Relationships and Related Transactions.

The information required by Items 10 through 13 are incorporated by reference from the registrant's definitive proxy statement pursuant to general instruction G(3), with the exception of the executive officers section of Item 10, which is included in Item 1 of this Form 10-K. The registrant will file with the Commission a definitive proxy statement pursuant to Regulation 14A by May 1, 2000.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a) The financial statements filed as part of this report are listed in the index to financial statements on page 30.

All financial statement schedules are omitted because of the absence of the conditions under which they are required or because the required information is included in the financial statements or the notes thereto.

(b) Reports on Form 8-K:
3M was not required to file any reports on Form 8-K for the quarter ended December 31, 1999.

<TABLE>
(c) Exhibits:
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Incorporated by Reference:

	Incorporated by Reference in the Report From
<S>	<S>
(3) Restated certificate of incorporation and bylaws, amended to and including amendments of May 12, 1987.	Exhibit (3) to Form 10-Q for period ended June 30, 1987.
Restated certificate of incorporation, as amended as of May 13, 1997.	Form 8-K dated June 30, 1997.
Bylaws, as amended as of November 11, 1996.	Form 8-K dated November 20, 1996.
(4) Instruments defining the rights of security holders, including debentures:	
(a) common stock.	Exhibit (3) above.
(b) medium-term notes.	Registration No. 33-48089 on Form S-3.
(10) Material contracts, management remuneration:	
(a) management stock ownership program.	Exhibit 4 of

(b) profit sharing plan, performance unit plan and other compensation arrangements.	Registration No. 333-30689 on Form S-8. Written description contained in issuer's proxy statement for the 2000 annual shareholders' meeting.

</TABLE>
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Submitted herewith:

<S>	<S>	Reference (pages) Form 10-K <C>
(12)	Calculation of ratio of earnings to fixed charges.	59
(21)	Subsidiaries of the registrant.	60
(23)	Consent of independent auditors.	61
(24)	Power of attorney.	62
(27)	Financial data schedule for the year ended December 31, 1999 (EDGAR filing only).	

</TABLE>

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of l934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MINNESOTA MINING AND MANUFACTURING COMPANY

By /s/ Robert J. Burgstahler
Robert J. Burgstahler, Vice President
Principal Financial and Accounting Officer
February 18, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 18, 2000.

Signature	Title
Livio D. DeSimone	Chairman of the Board and Chief Executive Officer, Director
Ronald O. Baukol	Director
Edward A. Brennan	Director
Edward R. McCracken	Director
Allen E. Murray	Director
Aulana L. Peters	Director
Rozanne L. Ridgway	Director
Frank Shrontz	Director
F. Alan Smith	Director
Louis W. Sullivan	Director

Roger P. Smith, by signing his name hereto, does hereby sign this document pursuant to powers of attorney duly executed by the other persons named, filed with the Securities and Exchange Commission on behalf of such other persons, all in the capacities and on the date stated, such persons constituting a majority of the directors of the company.

By /s/ Roger P. Smith
Roger P. Smith, Attorney-in-Fact

<TABLE>

EXHIBIT 12

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in millions)

<CAPTION>

	1999	1998	1997	1996	1995
EARNINGS					
<S>	<C>	<C>	<C>	<C>	<C>
Income from continuing operations before income taxes, minority interest and extraordinary loss*	$2,880	$1,952	$3,440	$2,479	$2,168
Add:					
Interest on debt	109	139	94	79	102
Interest component of the ESOP benefit expense	21	29	32	34	37
Portion of rent under operating leases representative of the interest component	37	41	41	46	51
Less:					
Equity in undistributed income of 20-50 percent owned companies	4	4	3	-	1
TOTAL EARNINGS AVAILABLE FOR FIXED CHARGES	$3,043	$2,157	$3,604	$2,638	$2,357
FIXED CHARGES					
Interest on debt	109	139	94	79	102
Interest component of the ESOP benefit expense	21	29	32	34	37
Portion of rent under operating leases representative of the interest component	37	41	41	46	51
TOTAL FIXED CHARGES	$ 167	$ 209	$ 167	$ 159	$ 190
RATIO OF EARNINGS TO FIXED CHARGES	18.22	10.32	21.58	16.59	12.41

<FN>
<F1>
* 1999 includes a non-recurring net gain of $100 million relating to gains on divestitures, litigation expense, an investment valuation adjustment, and a change in estimate that reduced the 1998 restructuring charge. 1998 includes a pre-tax restructuring charge of $493 million. 1997 includes a pre-tax gain on the sale of National Advertising Company of $803 million. 1995 includes a pre-tax restructuring charge of $79 million.
</FN>
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EXHIBIT 21

MINNESOTA MINING AND MANUFACTURING COMPANY
AND CONSOLIDATED SUBSIDIARIES
PARENT AND SUBSIDIARIES

<CAPTION>

Name of Company	Organized Under Laws of	Percentage of Voting Securities Beneficially Owned by Registrant
<S>	<C>	<C>
Registrant:		
Minnesota Mining and Manufacturing Company	Delaware	
Consolidated subsidiaries of the registrant:		
Dyneon LLC	Delaware	100
3M Financial Management Company	Delaware	100
3M Innovative Properties Company	Delaware	100
3M Investment Management Corporation	Delaware	100
3M Unitek Corporation	California	100
3M Argentina S.A.C.I.F.I.A.	Argentina	100
3M Australia Pty. Limited	Australia	100
3M Oesterreich GmbH	Austria	100
3M Belgium S.A./N.V.	Belgium	100
Seaside Insurance Limited	Bermuda	100
3M do Brasil Limitada	Brazil	100
3M Canada Inc.	Canada	100
3M China Limited	China	100
3M A/S	Denmark	100
Suomen 3M Oy	Finland	100
3M France, S.A.	France	100
3M Deutschland GmbH	Germany	100
3M Hong Kong Limited	Hong Kong	100
3M Italia Finanziaria S.p.A.	Italy	100
Sumitomo 3M Limited	Japan	50
3M Health Care Limited	Japan	75
3M Korea Limited	Korea	100
3M Mexico, S.A. de C.V.	Mexico	100
Corporate Services B.V.	Netherlands	100
3M Nederland B.V.	Netherlands	100
3M (New Zealand) Limited	New Zealand	100
3M Norge A/S	Norway	100
3M Puerto Rico, Inc.	Puerto Rico	100
3M Singapore Private Limited	Singapore	100
3M South Africa (Proprietary) Limited	South Africa	100
3M Espana, S.A.	Spain	100
3M Svenska AB	Sweden	100
3M (East) A.G.	Switzerland	100
3M (Schweiz) A.G.	Switzerland	100
3M Taiwan Limited	Taiwan	100
3M Thailand Limited	Thailand	100
3M Gulf Ltd.	United Arab Emirates	100
3M United Kingdom Holdings P.L.C.	United Kingdom	100
3M Venezuela, S.A.	Venezuela	100

<FN>
<F1>
NOTE: Subsidiary companies excluded from the above listing, if considered in the aggregate, would not constitute a significant subsidiary.
</FN>
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EXHIBIT 23

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in the Registration Statements of Minnesota Mining and Manufacturing Company on Form S-8 (Registration Nos. 33-14791, 33-49842, 33-58767, 333-26957, 333-30689 and 333-30691) and Form S-3 (Registration No. 33-48089), of our report dated February 14, 2000, relating to the consolidated financial statements which appears in this Annual Report on Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
St. Paul, Minnesota
February 14, 2000

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That the undersigned directors and the Principal Financial and Accounting Officer of MINNESOTA MINING AND MANUFACTURING COMPANY, a Delaware corporation, hereby constitute and appoint Livio D. DeSimone, Robert J. Burgstahler, John J. Ursu, Roger P. Smith, Janet L. Yeomans and Gregg M. Larson, or any of them, their true and lawful attorneys-in-fact and agents, and each of them with full power to act without the others, for them and in their name, place, and stead, in any and all capacities, to do any and all acts and things and execute any and all instruments which said attorneys and agents may deem necessary or desirable to enable MINNESOTA MINING AND MANUFACTURING COMPANY to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with said Commission of its annual report on Form 10-K for the fiscal year ended December 31, 1999, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of MINNESOTA MINING AND MANUFACTURING COMPANY, and the names of the undersigned directors and Principal Financial and Accounting Officer to the Form 10-K and to any instruments and documents filed as part of or in connection with said Form 10-K or amendments thereto; and the undersigned hereby ratify and confirm all that said attorneys and agents shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have subscribed these presents this 14th day of February, 2000.

/s/ Livio D. DeSimone
Livio D. DeSimone
Chairman of the Board and
Chief Executive Officer,
Director

/s/ Robert J. Burgstahler
Robert J. Burgstahler
Vice President
Principal Financial Officer
Principal Accounting Officer

/s/ Ronald O. Baukol
Ronald O. Baukol, Director

/s/ Rozanne L. Ridgway
Rozanne L. Ridgway, Director

/s/ Edward A. Brennan
Edward A. Brennan, Director

/s/ Frank Shrontz
Frank Shrontz, Director

/s/ Edward R. McCracken
Edward R. McCracken, Director

/s/ F. Alan Smith
F. Alan Smith, Director

/s/ Allen E. Murray
Allen E. Murray, Director

/s/ Louis W. Sullivan
Louis W. Sullivan, Director

/s/ Aulana L. Peters
Aulana L. Peters, Director

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED STATEMENT OF INCOME AND CONSOLIDATED BALANCE SHEET AND RELATED NOTES AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH CONSOLIDATED FINANCIAL STATEMENTS AND NOTES.
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