

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter ended March 31, 2000 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

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 .

On March 31, 2000, there were 395,808,904 shares of the Registrant's common stock outstanding.

This document contains 22 pages.
The exhibit index is set forth on page 19.

<TABLE>

Minnesota Mining and Manufacturing Company and Subsidiaries

PART I. Financial Information

Consolidated Statement of Income
(Amounts in millions, except per-share amounts)
(Unaudited)

<CAPTION>

	Three months ended	
	March 31	
<S>	2000	1999
	<C>	<C>
Net sales	\$4,052	\$3,776
Operating expenses		
Cost of goods sold	2,266	2,162
Selling, general and administrative expenses	1,021	965
Other	(50)	--
Total	3,237	3,127
Operating income	815	649
Other income and expense		
Interest expense	26	31
Investment and other income - net	(6)	(8)
Total	20	23
Income before income taxes and minority interest	795	626
Provision for income taxes	282	225
Minority interest	26	17
Net income	\$ 487	\$ 384

Weighted average common

shares outstanding - basic 397.7 402.3
 Earnings per share - basic \$ 1.22 \$.95

Weighted average common
 shares outstanding - diluted 401.9 405.9
 Earnings per share - diluted \$ 1.21 \$.95

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The accompanying Notes to Consolidated Financial Statements
 are an integral part of this statement.

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<TABLE>

Minnesota Mining and Manufacturing Company and Subsidiaries
 Consolidated Balance Sheet
 (Dollars in millions)

<CAPTION>

	(Unaudited)	
	March 31, 2000	December 31, 1999
<S>	<C>	<C>
Assets		
Current assets		
Cash and cash equivalents	\$ 214	\$ 387
Other securities	62	54
Accounts receivable - net	2,810	2,778
Inventories		
Finished goods	1,142	1,103
Work in process	586	544
Raw materials and supplies	379	383
Total inventories	2,107	2,030
Other current assets	914	817
Total current assets	6,107	6,066
Investments	527	487
Property, plant and equipment	13,406	13,379
Less accumulated depreciation	(7,802)	(7,723)
Property, plant and equipment - net	5,604	5,656
Other assets	1,731	1,687
Total	\$13,969	\$13,896
Liabilities and Stockholders' Equity		
Current liabilities		
Short-term debt	\$ 1,094	\$ 1,130
Accounts payable	984	1,008
Payroll	378	361
Income taxes	576	464
Other current liabilities	910	856
Total current liabilities	3,942	3,819
Long-term debt	1,449	1,480
Other liabilities	2,319	2,308
Stockholders' equity		
Common stock, \$.50 par value, 472,016,528 shares issued	236	236
Capital in excess of par value	60	60
Retained earnings	10,975	10,741
Treasury stock, at cost	(4,084)	(3,833)
March 31, 2000: 76,207,624 shares		
December 31, 1999: 73,305,711 shares		
Unearned compensation - ESOP	(314)	(327)
Accumulated other comprehensive income (loss)		
Cumulative translation - net	(748)	(694)
Minimum pension liability adjustments - net	(30)	(30)
Debt and equity securities, unrealized gain - net	164	136
Total accumulated other comprehensive loss	(614)	(588)
Stockholders' equity - net	6,259	6,289
Total	\$13,969	\$13,896

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<F1>

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<TABLE>

Minnesota Mining and Manufacturing Company and Subsidiaries

Consolidated Statement of Cash Flows
 (Dollars in millions)

(Unaudited)

<CAPTION>

	Three months ended	
	March 31	
	2000	1999
<S>	<C>	<C>
Cash Flows from Operating Activities		
Net income	\$ 487	\$ 384
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	228	223
Accounts receivable	(79)	(77)
Inventory	(109)	57
Implant litigation - net	21	(30)
Working capital and other changes - net	25	271
Net cash provided by operating activities	573	828
Cash Flows from Investing Activities		
Purchases of property, plant and equipment	(244)	(289)
Other changes - net	11	(40)
Net cash used in investing activities	(233)	(329)
Cash Flows from Financing Activities		
Change in short-term debt - net	(32)	(136)
Repayment of long-term debt	(16)	(104)
Purchases of treasury stock	(341)	(32)
Reissuances of treasury stock	68	67
Dividends paid to stockholders	(231)	(225)
Net cash used in financing activities	(552)	(430)
Effect of exchange rate changes on cash	39	(27)
Net increase (decrease) in cash and cash equivalents	(173)	42
Cash and cash equivalents at beginning of year	387	211
Cash and cash equivalents at end of period	\$ 214	\$ 253

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The accompanying Notes to Consolidated Financial Statements
are an integral part of this statement.

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Minnesota Mining and Manufacturing Company and Subsidiaries
Notes to Consolidated Financial Statements
(Unaudited)

The interim consolidated financial statements are unaudited but, in the opinion of management, reflect all adjustments necessary for a fair presentation of financial position, results of operations and cash flows for the periods presented. These adjustments consist of normal, recurring items. The results of operations for any interim period are not necessarily indicative of results for the full year. The interim consolidated financial statements and notes are presented as permitted by the requirements for Form 10-Q and do not contain certain information included in the company's annual consolidated financial statements and notes. This Form 10-Q should be read in conjunction with the company's consolidated financial statements and notes included in its 1999 Annual Report on Form 10-K.

New Accounting Pronouncements:

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, "Revenue Recognition." An amendment in March 2000 delayed the effective date until the second quarter of 2000. The company is reviewing the requirements of this standard and has not yet determined the impact of this standard on its consolidated financial statements.

Restructuring Charge:

As of December 31, 1999, the restructuring program, initiated in the second half of 1998, was substantially complete. This is discussed in the 1999 Form 10-K. Because certain employees can defer receipt of termination benefits for up to 12 months, cash payments in the first quarter of 2000 relate primarily to previous terminations. The remaining restructuring liability as of March 31, 2000, totaled \$20 million. Selected information relating to the restructuring follows.

<TABLE>

<CAPTION>

Restructuring	Employee
Liability	Termination

(Millions)	Benefits	Other	Total
<S>	<C>	<C>	<C>
December 31, 1999 liability	\$ 31	\$ 8	\$ 39
Cash payments			
First quarter 2000	(18)	(1)	(19)
March 31, 2000 liability	\$ 13	\$ 7	\$ 20

</TABLE>

Business Segments:

Business segment operating income for 1999 was restated for minor amounts, to be consistent with year 2000 management reporting practices, by allocating certain costs previously included in Corporate and Unallocated to the individual business segments. 3M net sales and operating income by segment for 1999 and for the first quarter of 2000 follow.

<TABLE>

<CAPTION>

Business Segment	First		Fourth	Third	Second	First
Information	Qtr	Year	Qtr	Qtr	Qtr	Qtr
(Millions)	2000	1999	1999	1999	1999	1999
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net sales						
Industrial	\$ 911	\$ 3,394	\$ 865	\$ 851	\$ 836	\$ 842
Transportation, Graphics and Safety	872	3,228	819	826	806	777
Health Care	765	3,118	789	768	793	768
Consumer and Office	687	2,688	700	712	638	638
Electro and Communications	505	2,014	553	534	485	442
Specialty Material	305	1,166	284	298	292	292
Corporate and Unallocated	7	51	13	8	13	17
Total Company	\$4,052	\$15,659	\$4,023	\$3,997	\$3,863	\$3,776
Operating income						
Industrial	\$ 185	\$ 612	\$ 156	\$ 154	\$ 154	\$ 148
Transportation, Graphics and Safety	209	675	172	184	171	148
Health Care	193	680	159	183	194	144
Consumer and Office	105	401	97	121	95	88
Electro and Communications	89	402	111	119	90	82
Specialty Material	51	185	20	50	60	55
Corporate and Unallocated	(17)	1	27	(50)	40	(16)
Total Company	\$ 815	\$ 2,956	\$ 742	\$ 761	\$ 804	\$ 649

</TABLE>

First quarter 2000 operating income includes a \$50 million benefit relating to the termination of a product distribution agreement in the Health Care segment. Third quarter 1999 operating income includes a \$43 million gain related to divestitures, mainly in the Health Care area, and Corporate and Unallocated includes \$73 million in litigation expense partially offset by a \$26 million change in estimate that reduced the restructuring charge. Second quarter 1999 operating income includes one-time net gains, primarily related to divestitures, of \$30 million in Health Care and \$74 million in Corporate and Unallocated.

Earnings Per Share:

The difference in the weighted average common shares outstanding for calculating basic and diluted earnings per share is attributable to the assumed exercise of the Management Stock Ownership Program (MSOP) stock options for the three-month periods ended March 31, 2000 and 1999. Certain MSOP options outstanding at March 31, 2000, were not included in the computation of diluted earnings per share because they would not have had a dilutive effect (15.0 million shares of common stock for the three months ended March 31, 2000; and 11.2 million shares of common stock for the three months ended March 31, 1999).

Comprehensive Income:

The components of total comprehensive income are shown below. In the first quarter of 2000, deferred income taxes for the unrealized gain on debt and equity securities totaled \$17 million.

<TABLE>

<CAPTION>		
Total Comprehensive Income	Three months ended	
	March 31	
(Millions)	2000	1999
<S>	<C>	<C>
Net income	\$ 487	\$ 384
Other comprehensive income (loss)		
Cumulative translation - net	(54)	(184)
Debt and equity securities, unrealized gain - net	28	11
Total comprehensive income	\$ 461	\$ 211

</TABLE>

Subsequent Event:

In April, 2000, 3M acquired 100 percent of the voting stock, half of the total shares outstanding, of Quante AG, a manufacturer of telecommunications products and systems for cash. The company has made a tender offer for the remaining shares outstanding. The purchase method of accounting will be used. Sales of Quante AG in 1999 were approximately \$350 million.

Other:

Discussion of legal matters is cross-referenced to this Form 10-Q, Part II, Item 1, Legal Proceedings, and should be considered an integral part of the interim consolidated financial statements.

PricewaterhouseCoopers LLP, the company's independent auditors, have performed a review of the unaudited interim consolidated financial statements included herein, and their review report thereon accompanies this filing.

Review Report of Independent Auditors

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

We have reviewed the accompanying consolidated balance sheet of Minnesota Mining and Manufacturing Company and Subsidiaries as of March 31, 2000, and the related consolidated statements of income and of cash flows for the three-month periods ended March 31, 2000 and 1999. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet as of December 31, 1999, and the related consolidated statements of income, of changes in stockholders' equity and comprehensive income, and of cash flows for the year then ended (not presented herein); and in our report dated February 14, 2000, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 1999, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Paul, Minnesota
April 25, 2000

Minnesota Mining and Manufacturing Company and Subsidiaries

Management's Discussion and Analysis of
Financial Condition and Results of Operations

RESULTS OF OPERATIONS

First Quarter

Worldwide sales for the first quarter totaled \$4.052 billion, up 7.3 percent from the first quarter last year. Volumes increased 10 percent, continuing the positive momentum from fourth quarter 1999. Selling prices worldwide declined about 1.5 percent, largely due to reductions in 3M's electronics and traffic control material businesses, both of which posted strong volume gains. Currency, while positive in the Asia Pacific area, was negative in Europe, and decreased sales worldwide by about 1 percent.

In the United States, sales increased about 7 percent to \$1.892 billion. Adjusted for divestitures and acquisitions, revenues rose about 8 percent. Volume increased about 8 percent, while selling prices declined about 1 percent.

Internationally, sales totaled \$2.160 billion, up about 7.5 percent in dollars and 10 percent in local currencies. Volume increased 12 percent, while selling prices declined about 2 percent. European local currency sales increased about 8.5 percent, 3M's best growth in several quarters. In the Asia Pacific area, local currency sales increased nearly 14 percent. In Asia outside Japan, local currency sales increased 26 percent, with solid gains throughout the area, particularly in Korea. In Japan, local currency sales increased over 7 percent. In Latin America, sales in local currencies were up about 9 percent. The company saw strong growth in Mexico, and a good rebound in business in Brazil. Dollar sales in Latin America increased about 6.5 percent. In Canada, local currency sales increased about 2 percent.

Cost of goods sold was 55.9 percent of sales, down 1.4 percentage points from the first quarter last year. Gross margins benefited from a strong performance in our factories, volume growth, productivity gains and lower employee benefit costs. 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, down three-tenths of a percentage point from the same quarter last year. These expenses were helped by lower employee benefit costs, but also reflected higher investments in advertising and promotion.

Other operating income reflects a pre-tax benefit of \$50 million, or 8 cents per share, associated with the termination of a product marketing and distribution agreement in the health care business.

Worldwide operating income was 20.1 percent of sales. Excluding the \$50 million benefit, operating income was 18.9 percent of sales, up 1.7 percentage points from the first quarter last year.

First-quarter interest expense of \$26 million was down \$5 million from the same quarter last year, but in line with recent quarters. Net investment and other income was \$6 million, also in line with recent quarters.

The worldwide effective income tax rate for the quarter was 35.5 percent, down from 36.0 percent in the first quarter last year.

Minority interest was \$26 million, compared with \$17 million in the first quarter of 1999. The increase reflects higher profits in Sumitomo 3M Limited, partially offset by a decrease in minority interest expense relating to 3M's acquisition of the remaining 46 percent in Dyneon LLC at the end of 1999.

Net income for the first quarter of 2000 totaled \$487 million, or \$1.21 per diluted share, compared with \$384 million, or \$.95 per diluted share, in the first quarter of 1999. The company estimates that changes in the value of the U.S. dollar decreased earnings for the quarter by about 4 cents per share compared with the first quarter of 1999. This estimate includes the effect of translating profits from local currencies into U.S. dollars; the impact of currency fluctuations on the transfer of goods between 3M operations in the United States and abroad; and transaction gains and losses.

Performance by Business Segment

The following is a discussion of the global operating results of the

company's six business segments.

In 3M's largest segment, Industrial Markets, sales increased 8 percent in dollars and nearly 10 percent in local currencies, continuing the momentum this segment began to show in the second half of 1999. This market is growing through a stronger flow of new products, including higher-performing masking tapes, advanced paint finishing systems, and proprietary tapes, adhesives and abrasives for the electronics industry. Profits of this market rose 25 percent from the first quarter last year, propelled by volume gains, increased manufacturing efficiencies, and other cost improvements.

In the Transportation, Graphics and Safety segment, sales rose 12 percent both in dollars and in local currencies. This segment continued to register outstanding growth in optical films for liquid-crystal displays for computers, electronic organizers, mobile phones and other electronic devices. Traffic control materials, automotive and commercial graphics also turned in strong performances. Profits increased 41 percent from the comparable quarter, led by double-digit sales growth and productivity gains.

In the Health Care segment, sales were basically flat in dollars and up 2 percent in local currencies. Excluding divestitures, local-currency health care sales increased about 6.5 percent. The skin health, health information systems and dental businesses all posted good sales gains. Health care profits, which include the \$50 million pre-tax benefit, were over 25 percent of sales. Without this item, margins in Health Care were nearly 19 percent, similar to the first quarter last year.

In the Consumer and Office segment, sales increased about 8 percent in dollars and about 10 percent in local currencies. The office supply, home care and do-it-yourself businesses drove higher revenues. Profits rose 20 percent from the first quarter last year, mainly due to solid volume gains.

In the Electro and Communications segment, revenues increased 14 percent in dollars and 15 percent in local currencies. The company continued to see strong growth in Microflex circuits. The newly formed Interconnect Solutions Division, which supplies electronic cabling, cable assemblies and electronic connectors, also achieved sharply higher sales. In telecommunications, growth was primarily driven by continued strong demand for connecting, protecting and other products used by telephone service providers to upgrade the performance of their installed copper-based systems. Profits of this market increased about 9 percent. Profits grew more slowly than sales due to volume-related price decreases in certain 3M electronic products.

In the Specialty Material Markets segment, sales increased 5 percent in dollars and about 7 percent in local currencies. Growth was led by performance materials, particularly in electronics-related applications and by 3M's roofing granules business. 3M acquired the remaining 46 percent minority interest in Dyneon at the end of 1999. In the year 2000, the purchase method of accounting resulted in the amortization of intangibles and higher depreciation of fixed assets within operating income. On a proforma basis, assuming this acquisition had occurred at the beginning of 1999, this market would show an operating income increase of 2 percent. Also, in 2000, the 46 percent minority interest profit remains with 3M and is not eliminated, resulting in a first quarter 2000 benefit to the company of \$7 million that is not reflected in reported market operating income.

FINANCIAL CONDITION AND LIQUIDITY

The company's financial condition and liquidity remain strong. Working capital totaled \$2.165 billion at March 31, 2000, compared with \$2.247 billion at year-end 1999. The accounts receivable average days' sales outstanding was 56 days, down from 61 days at year-end. The company's inventory index was 3.2 months, up slightly from 3.1 months at year-end. The company's current ratio was 1.5, down from 1.6 at year-end.

Total debt decreased \$67 million from year-end 1999 to \$2.543 billion. As of March 31, 2000, total debt was 29 percent of total capital.

The company's strong credit rating provides ready and ample access to funds in global capital markets. At March 31, 2000, the company had available short-term lines of credit totaling about \$703 million.

Net cash provided by operating activities totaled \$573 million in the first three months of the year, down \$255 million from the same period last year. In the year 2000, accounts receivable and inventory

dollars increased, primarily due to solid sales growth. In 1999, the company had benefits in working capital and other areas. Net cash inflows from mammary implant litigation were \$21 million in the first three months of 2000, compared with \$30 million in net cash outflows in the same period last year.

Timing differences between payment of implant liabilities and receipt of related insurance recoveries could affect the cash flows of future periods. This is discussed in Part II, Item 1, Legal Proceedings, of this Form 10-Q.

Cash used in investing activities totaled \$233 million in the first three months of the year, compared with \$329 million in the same period last year. Capital expenditures for the first three months of 2000 were \$244 million, a decrease of about 15 percent from the same period last year.

In April 2000, 3M acquired 100 percent of the voting stock, half of the total shares outstanding, of Quante AG, a manufacturer of telecommunications products and systems for cash. The company has made a tender offer for the remaining shares outstanding. Sales of Quante AG in 1999 were approximately \$350 million. The company expects to complete a number of acquisitions in 2000, principally for cash, although no estimate can currently be made of the number of such acquisitions or the amounts involved.

Treasury stock repurchases for the first three months of 2000 were \$341 million, compared with \$32 million in the same period last year. Financing activities in the first three months of 2000 for both short-term and long-term debt included net cash outflows of \$48 million, compared with net cash outflows of \$240 million in the same period last year.

The company repurchased about 3.9 million shares of common stock in the first three months of 2000, compared with about 400,000 shares in the same period last year. In November 1999, the Board of Directors authorized the repurchase of up to 12 million shares of 3M common stock through December 31, 2000. As of March 31, 2000, 8.1 million shares remained authorized for repurchase. Stock repurchases are made to support employee stock purchase plans and for other corporate purposes.

Cash dividends paid to shareholders totaled \$231 million in the first three months of this year, compared with \$225 million in the same period last year. In February 2000, the quarterly dividend was increased to 58 cents per share.

Legal proceedings are discussed in the Legal Proceedings section in Part II, Item 1, of this Form 10-Q.

FUTURE OUTLOOK

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.

For the next nine months, the company expects to increase sales in local currencies, including the Quante AG acquisition, close to 10 percent. Volume is expected to increase nearly 11 percent, with selling prices down about 1 percent. Currency, at April 25, 2000, rates, would reduce year 2000 sales by about 1.5 percent worldwide.

The company expects continued solid earnings growth in the remaining nine months of 2000. The company estimates, based on currency rates as of April 25, 2000, that currency would reduce earnings for the year by about 10 cents per share, primarily due to a weaker-than-anticipated Euro. The company expects raw material costs to increase about 2 percent for the year 2000. Despite these challenges, the company believes it will deliver solid results, helped by strong volume gains and continued good productivity.

YEAR 2000 UPDATE

As of the date of this filing, the company has not experienced any material Year 2000 problems with its IT or non-IT systems or products, nor has the company experienced any material problems with any of its key customers or suppliers. Refer to the 1999 Form 10-K for a complete discussion of the Year 2000 issue.

THE EURO CONVERSION

There have not been any significant new developments relating to the Euro Conversion since year-end 1999. Refer to the 1999 Form 10-K for

a complete discussion of the Euro Conversion.

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for certain forward-looking statements. This Quarterly Report on Form 10-Q contains forward-looking statements that 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 those identified here, which 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 II, Item 1 of this Form 10-Q).

Minnesota Mining and Manufacturing Company and Subsidiaries PART II. Other Information

Item 1. 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.

There can be no certainty that the company may not ultimately incur charges, whether for governmental proceedings and claims, products liability claims, 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 the breast implant litigation and environmental matters, which are discussed separately in the next sections).

Breast Implant Litigation

As previously reported in the company's Annual Report of Form 10-K for the year ended December 31, 1999, the company and certain other companies have been named as a defendant in a number of claims and lawsuits alleging damages for personal injuries of various types resulting from breast implants formerly manufactured by the company or a related company. 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.

As of March 31, 2000, the company had been named as a defendant, often with multiple co-defendants, in 2,752 lawsuits and 36 claims in various courts, all seeking damages for personal injuries from allegedly defective breast implants. These lawsuits and claims purport to represent 8,751 individual claimants. It is not yet certain how many of these lawsuits and claims involve (i) products

manufactured and sold by the company, as opposed to other manufacturers, or (ii) individuals who accepted benefits under the Revised Settlement Program (as defined later). The company has confirmed that 421 of the 8,751 individual claimants have opted out of the class action and have 3M Implants. The company believes that most of these lawsuits and claims will be dismissed either because the claimants did not have 3M Implants or the claimants accepted benefits under the Revised Settlement Program. The company continues to work to clarify the status of these lawsuits and claims.

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 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 product liability actions.

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 March 31, 2000, the company has paid \$293 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.

Under the Revised Settlement Program, additional opt outs are expected to be minimal since the opt-out deadline has passed for virtually all U.S. class members. The company's remaining obligations under the Revised Settlement Program are limited since (i) most payments to Current Claimants have already been made, (ii) no additional Current Claims may be filed without court approval, and (iii) Late Registrants are limited by the terms of the Revised Settlement Program.

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 is \$1.2 billion. After subtracting payments of \$1.137 billion as of March 31, 2000, for defense and other costs and settlements with litigants and claimants, the company had accrued liabilities of \$63 million.

As previously reported in the company's Annual Report of Form 10-K for the year ended December 31, 1999, the company's insurers initiated a declaratory judgment action in Ramsey County Minnesota

against the company seeking adjudication of certain coverage and allocation issues. The jury trial finished on February 24, 2000. The jury returned a verdict favorable to the company by rejecting all of the insurers' remaining defenses to coverage for breast implant liabilities and costs. The court will consider additional remedies requested by the company and the insurers including eliminating, limiting or extending allocation among the insurers providing occurrence-based coverage (before 1986), pre- and post-judgment interest, attorneys' fees and further equitable relief. The company expects the court's findings and final judgment in the summer of 2000.

As of March 31, 2000, the company had accrued receivables for insurance recoveries of \$578 million, representing settled but yet to be paid amounts as well as amounts contested by the insurance carriers. During the first quarter of 2000, the company reached final settlement or settlement agreements in principle with a number of its occurrence carriers and received payments from several of these occurrence carriers. 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 above) 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.

Environmental Matters

The company's operations are subject to environmental laws and regulations enforceable by foreign, federal, state, local authorities and private parties in the United States and abroad, including those pertaining to air emissions, wastewater discharges, toxic substances, and the handling and disposal of solid and hazardous wastes. These laws and regulations provide under certain circumstances for the remediation of contamination, as well as personal injury and property damage claims. The company has incurred, and will continue to incur, costs and capital expenditures in complying with these laws and regulations, defending potential personal injury and property damage claims, and modifying its business operations in light of its environmental responsibilities. In its effort to carry out its environmental responsibilities and comply with environmental laws and regulations, the company has established, and periodically updates, policies relating to environmental standards of performance for its operations worldwide.

Under certain environmental laws, including the United States Comprehensive Environmental Response, Compensation and Liability Act of 1980 and similar state laws, the company may be jointly and severally liable for the costs of environmental contamination at current or former facilities and at off-site locations at which the company has disposed of hazardous waste. The company has identified numerous locations, most of which are in the United States, at which it may have some liability for remediating contamination. Amounts expensed for environmental remediation activities are not expected to be material for the year 2000 at these locations. Liabilities for estimated costs of environmental remediation are, depending on the site, based primarily upon internal or third-party environmental studies, and estimates as to the number, participation level and financial viability of any other potentially responsible parties, the extent of the contamination and the nature of required remedial actions. Recorded liabilities are adjusted as further information develops or circumstances change. The amounts provided in the company's consolidated financial statements for environmental liabilities are the gross amount of such liabilities, without deductions for insurance or third party indemnity claims. The company expects that the amounts accrued will be paid out over the periods of remediation for the applicable sites, currently ranging from approximately 5 to 30 years.

It is often difficult to estimate the cost of environmental compliance and remediation and potential claims given the uncertainties regarding the interpretation and enforcement of applicable environmental laws and regulations, the extent of

environmental contamination and the existence of alternate cleanup methods. The company records an environmental liability when it is probable that a liability has been incurred by the company and the amount of the liability can be reasonably estimated. Where no amount within a range of estimates is more likely, the minimum is recorded. Otherwise, the most likely cost to be incurred is recorded.

The company's current assessment of the probable liabilities and associated expenses related to environmental matters is based on the facts and circumstances known at this time. New developments may occur that could affect the company's assessment. These developments include, but are not limited to, (i) changes in the information available regarding the environmental impact of the company's operations and products; (ii) changes in environmental regulations or enforcement policies; (iii) new and evolving analytical and remediation techniques; (iv) success in allocating liability to other potentially responsible parties; and (v) financial viability of other potentially responsible parties and third-party indemnitors.

Although the company believes that the amounts accrued for current environmental liabilities are adequate, given the uncertainties involved in environmental matters, it is possible that the amount of capital expenditures and other costs which will be required may exceed the amounts accrued for environmental liabilities and the difference could have a material adverse effect on the consolidated financial position, annual results of operations, or cash flows of the company.

Item 6. Exhibits and Reports on Form 8-K

- (a) The following documents are filed as exhibits to this Report.
- (12) A statement setting forth the calculation of the ratio of earnings to fixed charges. Page 21.
 - (15) A letter from the company's independent auditors regarding unaudited interim consolidated financial statements. Page 22.
 - (27) Financial data schedule (EDGAR filing only).

None of the other item requirements of Part II of Form 10-Q are applicable to the company for the quarter ended March 31, 2000.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MINNESOTA MINING AND MANUFACTURING COMPANY
(Registrant)

Date: May 8, 2000

/s/ Robert J. Burgstahler

Robert J. Burgstahler, Vice President and
Chief Financial Officer

(Mr. Burgstahler is the Principal Financial and Accounting Officer and has been duly authorized to sign on behalf of the registrant.)

<TABLE>

EXHIBIT 12

MINNESOTA MINING AND MANUFACTURING COMPANY AND SUBSIDIARIES
CALCULATION OF THE RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in millions)
(Unaudited)

<CAPTION>

	Three Months					
	Ended	Year	Year	Year	Year	Year
	March 31,	1999	1998	1997	1996	1995
	2000					
	-----	-----	-----	-----	-----	-----
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EARNINGS	<C>	<C>	<C>	<C>	<C>	<C>
Income from continuing operations before income taxes, minority interest and extraordinary loss*	\$ 795	\$2,880	\$1,952	\$3,440	\$2,479	\$2,168
Add:						
Interest expense	31	109	139	94	79	102
Interest component of the ESOP benefit expense	5	21	29	32	34	37
Portion of rent under operating leases representative of the interest component	9	37	41	41	46	51
Less: Equity in undistributed income of 20-50% owned companies	1	4	4	3	--	1
TOTAL EARNINGS AVAILABLE FOR FIXED CHARGES	<u>\$ 839</u>	<u>\$3,043</u>	<u>\$2,157</u>	<u>\$3,604</u>	<u>\$2,638</u>	<u>\$2,357</u>
FIXED CHARGES						
Interest on debt	32	109	139	94	79	102
Interest component of the ESOP benefit expense	5	21	29	32	34	37
Portion of rent under operating leases representative of the interest component	9	37	41	41	46	51
TOTAL FIXED CHARGES	<u>\$ 46</u>	<u>\$ 167</u>	<u>\$ 209</u>	<u>\$ 167</u>	<u>\$ 159</u>	<u>\$ 190</u>
RATIO OF EARNINGS TO FIXED CHARGES	18.24	18.22	10.32	21.58	16.59	12.41

<FN>

<F1>

*1999 includes non-recurring pre-tax net gains of \$100 million, 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.

</FN>

</TABLE>

EXHIBIT 15

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Commissioners:

We are aware that our report dated April 25, 2000, on our reviews of interim consolidated financial information of Minnesota Mining and Manufacturing Company and Subsidiaries (the Company) for the three-month periods ended March 31, 2000 and 1999, and included in the Company's Form 10-Q for the quarter ended March 31, 2000, is incorporated by reference in the Company's registration statements 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).

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Paul, Minnesota
May 8, 2000

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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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