

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under The Securities Act of 1933

MINNESOTA MINING AND MANUFACTURING COMPANY  
(Exact name of Registrant as specified in its charter)

Delaware 41-0417775  
(State of incorporation) (I.R.S. Employer I.D. No.)  
3M Center  
St. Paul, Minnesota 55144  
(651) 733-1528  
(Address, including zip code, and telephone number, including area code,  
of Registrant's principal executive offices)

1997 MANAGEMENT STOCK OWNERSHIP PROGRAM of  
MINNESOTA MINING AND MANUFACTURING COMPANY  
(Full title of the plan)

Roger P. Smith, Secretary  
Minnesota Mining and Manufacturing Company  
3M Center  
St. Paul, Minnesota 55144  
Telephone: (651) 733-1528  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE  
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Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price/share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common, Stock, \$0.01 par value/share	15,000,000 shares	\$95.1875	\$1,427,812,500	\$376,942.50

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(1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(2) Estimated pursuant to Rule 457 solely for the purpose of calculating the registration fee. The price is based upon the average of the high and low prices of the common stock on August 24, 2000, as reported on the New York Stock Exchange Composite Tape.

This registration statement will become effective immediately upon filing pursuant to Rule 462 of the Securities and Exchange Commission.

REGISTRATION OF ADDITIONAL SECURITIES

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1997 Management Stock Ownership Program. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-30689, are incorporated herein by reference and the information required by Part II is omitted, except for Items 3 and 5, which have been updated.

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1999.

(b) The Registrant's Quarterly Reports on Form 10-Q for the periods ended March 31, 2000 and June 30, 2000.

(c) The Registrant's Current Reports on Form 8-K filed on May 16, 2000 and July 27, 2000.

(d) The Registrant's Current Reports on Form 8-K filed on November 20,

1996 and on July 27, 2000 pertaining to the Company's bylaws and certificate of incorporation, respectively.

(e) The description of the Registrant's common stock contained in the Registrant's registration statement on Form S-3 (file number 333-42660) filed on July 31, 2000 as amended on August 18, 2000.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters in connection with the shares of common stock to which this Registration Statement relates have been passed upon by Gregg M. Larson, our Assistant General Counsel. Mr. Larson beneficially owns, or has options to acquire, a number of shares of our common stock, which represents less than 1% of the total outstanding common stock.

Item 8. Exhibits.

The exhibits filed as part of this Registration Statement are listed in the Index of Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, and State of Minnesota on the 29th day of August, 2000.

MINNESOTA MINING AND MANUFACTURING COMPANY

By /s/ ROBERT J. BURGSTAHLER  
Robert J. Burgstahler, Vice President and  
Chief Financial Officer

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

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ LIVIO D. DESIMONE ----- Livio D. DeSimone	Chairman of the Board and Chief Executive Officer	August 29, 2000
/s/ RONALD O. BAUKOL ----- Ronald O. Baukol	Director	August 29, 2000
/s/ EDWARD A. BRENNAN ----- Edward A. Brennan	Director	August 29, 2000
/s/ AULANA L. PETERS ----- Aulana L. Peters	Director	August 29, 2000
/s/ ROZANNE L. RIDGWAY ----- Rozanne L. Ridgway	Director	August 29, 2000
/s/ FRANK SHRONTZ ----- Frank Shrontz	Director	August 29, 2000

/s/ F. ALAN SMITH                      Director

August 29, 2000

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F. Alan Smith

/s/ LOUIS W. SULLIVAN                  Director

August 29, 2000

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Louis W. Sullivan

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 being a majority of the directors and the Principal Financial and Accounting Officer of the Company.

/s/ ROGER P. SMITH  
Roger P. Smith, Attorney-in-Fact

#### INDEX OF EXHIBITS

Exhibit Number	Description
5.	Opinion of Counsel re Legality
15.	Awareness Letter of PricewaterhouseCoopers L.L.P. (regarding interim financial information).
23.1	Consent of Counsel included in Exhibit 5
23.2	Consent of PricewaterhouseCoopers LLP
24.	Power of attorney

Exhibit 5

August 29, 2000

Minnesota Mining and  
Manufacturing Company  
3M Center  
St. Paul, MN 55144

Re: Registration Statement on Form S-8 - 15,000,000 shares of Common  
Stock of Minnesota Mining and Manufacturing Company Offered pursuant to  
the 1997 Management Stock Ownership Program

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Ladies and Gentlemen:

I am Assistant General Counsel of Minnesota Mining and Manufacturing Company, a Delaware corporation ("3M"). In that capacity, I have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about the date hereof (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 15,000,000 additional shares of common stock, par value \$0.01 per share (the "Shares") of Minnesota Mining and Manufacturing Company ("3M") that are to be issued from time to time pursuant to the 1997 Management Stock Ownership Program. I am familiar with 3M's certificate of incorporation and its Bylaws, as amended. I have also examined such other documents, corporate records and instruments, as I have deemed necessary or appropriate for the purposes of this opinion.

Based on the foregoing, I am of the opinion that the shares of common stock, when issued, will be duly authorized, validly issued, fully paid and non-assessable

I consent to the filing of this opinion as an exhibit to the Registration Statement

Very truly yours,

Gregg M. Larson  
Assistant General Counsel

EXHIBIT 15

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

Commissioners:

We are aware that our reports dated April 25, 2000 and July 26, 2000, on our reviews of interim consolidated financial information of Minnesota Mining and Manufacturing Company and Subsidiaries (the Company) for the periods ended March 31, 2000 and 1999, and June 30, 2000 and 1999 and included in the Company's Quarterly Reports Form 10-Q for the quarters ended March 31, 2000 and June 30, 2000, are incorporated by reference in the Company's Registration Statement on Form S-8 to register 15,000,000 additional shares of the Company's Common Stock for issuance under the 1997 Management Stock Ownership Program.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
St. Paul, Minnesota  
August 29, 2000

Exhibit 23.2

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 14, 2000 relating to the financial statements, which appears in the Minnesota Mining and Manufacturing Company's Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
St. Paul, Minnesota  
August 29, 2000

## 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, Giulio Agostini, 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 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission in respect thereof, in connection with the registration under said Act of not to exceed 35,000,000 shares of common stock of this Corporation which may be offered for sale under the 1997 Management Stock Ownership Program 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 registration statement and to any instruments and documents filed as part of or in connection with said registration statement 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 10th day of February, 1997.

SIGNATURE	TITLE
/s/ LIVIO D. DESIMONE Livio D. DeSimone	Chairman Of The Board; Chief Executive Officer, Director
/s/ GIULIO AGOSTINI Giulio Agostini	Senior Vice President, Finance
/s/ RONALD O. BAUKOL Ronald O. Baukol	Director
/s/ EDWARD A. BRENNAN Edward A. Brennan	Director
/s/ ALLEN F. JACOBSON Allen F. Jacobson	Director
/s/ W. GEORGE MEREDITH W. George Meredith	Director
/s/ RONALD A. MITSCH Ronald A. Mitsch	Director
/s/ ALLEN E. MURRAY Allen E. Murray	Director
/s/ AULANA L. PETERS Aulana L. Peters	Director
/s/ ROZANNE L. RIDGWAY Rozanne L. Ridgway	Director
/s/ FRANK SHRONTZ Frank Shrontz	Director
/s/ F. ALAN SMITH F. Alan Smith	Director
/s/ LOUIS W. SULLIVAN Louis W. Sullivan	Director