

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person * <u>YEOMANS JAN L</u>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>3M CO [ MMM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VICE PRESIDENT MERGERS &amp; ACQ</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	10/29/2003		G	20 <sup>(2)</sup>	D	\$0	42,298	D	
Common Stock							2,233	I	by 401k/PAESOP Trust

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$24.1186						05/10/1995	05/10/2004	Common Stock	4,146		4,146	D	
Incentive Stock Option (right to buy)	\$28.6348						05/09/1996	05/09/2005	Common Stock	3,490		3,490	D	
Incentive Stock Option (right to buy)	\$31.5175						05/14/1997	05/14/2006	Common Stock	3,172		3,172	D	
Incentive Stock Option (right to buy)	\$43.35						05/09/2001	05/09/2010	Common Stock	2,306		2,306	D	
Incentive Stock Option (right to buy)	\$45.85						05/13/1998	05/13/2007	Common Stock	2,180		2,180	D	
Incentive Stock Option (right to buy)	\$46.675						05/12/1999	05/12/2008	Common Stock	2,142		2,142	D	
Incentive Stock Option (right to buy)	\$47.5						05/11/2000	05/10/2009	Common Stock	2,104		2,104	D	
Incentive Stock Option (right to buy)	\$58.625						05/08/2002	05/08/2011	Common Stock	1,704		1,704	D	
Non-Qualified Stock Option (right to buy)	\$46.675						05/12/1999	05/12/2008	Common Stock	14,368		14,368	D	
Non-Qualified Stock Option (right to buy)	\$47.5						05/11/2000	05/10/2009	Common Stock	7,162		7,162	D	
Non-Qualified Stock Option (right to buy)	\$58.625						05/08/2002	05/08/2011	Common Stock	30,896		30,896	D	
Non-Qualified Stock Option (right to buy)	\$59.575						11/07/2001	05/07/2004	Common Stock	496		496	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$59.575						11/07/2001	05/06/2005	Common Stock	974		974	D	
Non-Qualified Stock Option (right to buy)	\$59.575						11/07/2001	05/13/2007	Common Stock	16,134		16,134	D	
Non-Qualified Stock Option (right to buy)	\$59.575						11/07/2001	05/12/2008	Common Stock	3,968		3,968	D	
Non-Qualified Stock Option (right to buy)	\$61.85						05/14/2004	05/12/2013	Common Stock	28,000		28,000	D	
Non-Qualified Stock Option (right to buy)	\$62.85						10/26/2002	05/12/2006	Common Stock	8,828		8,828	D	
Non-Qualified Stock Option (right to buy)	\$62.85						10/26/2002	05/08/2009	Common Stock	9,962		9,962	D	
Non-Qualified Stock Option (right to buy)	\$62.85						10/26/2002	05/07/2010	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$64.5						05/15/2003	05/14/2012	Common Stock	32,600		32,600	D	

**Explanation of Responses:**

- The indirectly-held common stock holding (401k/PAESOP) reported in Table I includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.
- On September 29, 2003, the common stock of 3M Company split 2-for-1. The shares of common stock reported on Table I and all options reported on Table II have been adjusted to reflect the split.

By: George Ann Biros For: Janet L. Yeomans 01/15/2004

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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