

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person *<br><u>GRENZ M KAY</u><br>_____<br>(Last) (First) (Middle)<br>_____<br>(Street)<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>3M CO [ MMM ]</u>   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><b>VICE PRESIDENT HR</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/29/2004</u> |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |          | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 01/29/2004                           |  | M                              |   | 426   | A          | \$60.725 | 40,827  | D  |   |
| Common Stock                    | 01/29/2004                           |  | F                              |   | 324   | D          | \$79.705 | 40,503  | D  |   |
| Common Stock                    | 01/29/2004                           |  | F                              |   | 39  | D          | \$79.705 | 40,464  | D  |   |
| Common Stock                    | 01/29/2004                           |  | M                              |   | 1,464   | A          | \$60.725 | 41,928  | D  |   |
| Common Stock                    | 01/29/2004                           |  | F                              |   | 1,115   | D          | \$79.705 | 40,813  | D  |   |
| Common Stock                    | 01/29/2004                           |  | F                              |   | 135   | D          | \$79.705 | 40,678  | D  |   |
| Common Stock                    | 01/29/2004                           |  | M                              |   | 1,494   | A          | \$64.875 | 42,172  | D  |   |
| Common Stock                    | 01/29/2004                           |  | F                              |   | 1,216   | D          | \$79.705 | 40,956  | D  |   |
| Common Stock                    | 01/29/2004                           |  | F                              |   | 97  | D          | \$79.705 | 40,859  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,675   | I  | by 401k/PAESOP Trust                                  |
| Common Stock                    |                                      |  |                                |   |   |            |          | 454   | I  | by Daughter   |

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$60.725   | 01/29/2004                           |  | M                              |   |  | 426   | 12/06/2001   | 05/07/2004      | Common Stock  | 426                        | \$0  | 1,464  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$60.725   | 01/29/2004                           |  | M                              |   |  | 1,464 | 12/06/2001   | 05/07/2004      | Common Stock  | 1,464                      | \$0  | 0  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$64.875   | 01/29/2004                           |  | M                              |   |  | 1,494 | 12/17/2003   | 05/07/2004      | Common Stock  | 1,494                      | \$0  | 0  | D   |  |

Explanation of Responses:

By: George Ann Biros For: M. Kay Grenz 01/29/2004

\*\* 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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