

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>POWELL DAVID W</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 MARKETING</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 <input type="checkbox"/> 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 ⁽²⁾							44,542	D	
Common Stock ⁽¹⁾							1,945	I	by 401k/PAESOP

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)	\$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	824		824	D	
Non-Qualified Stock Option (right to buy)	\$47.5						05/11/2000	05/10/2009	Common Stock	19,016		19,016	D	
Non-Qualified Stock Option (right to buy)	\$48.225						05/10/2000	05/06/2005	Common Stock	4,788		4,788	D	
Non-Qualified Stock Option (right to buy)	\$48.25						05/10/2000	05/07/2004	Common Stock	3,946		3,946	D	
Non-Qualified Stock Option (right to buy)	\$48.25						05/10/2000	05/12/2006	Common Stock	6,060		6,060	D	
Non-Qualified Stock Option (right to buy)	\$58.625						05/08/2002	05/08/2011	Common Stock	38,296		38,296	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)	\$61.85						05/14/2004	05/12/2013	Common Stock	41,500		41,500	D	
Non-Qualified Stock Option (right to buy)	\$64.5						05/15/2003	05/14/2012	Common Stock	40,000		40,000	D	
Non-Qualified Stock Option (right to buy)	\$66.95						10/04/2003	05/11/2007	Common Stock	6,654		6,654	D	
Non-Qualified Stock Option (right to buy)	\$66.95						10/04/2003	05/12/2008	Common Stock	6,032		6,032	D	
Non-Qualified Stock Option (right to buy)	\$66.95						10/04/2003	05/07/2010	Common Stock	14,484		14,484	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.
- The directly-held common stock holding reported in Table I includes shares acquired during the fiscal year pursuant to 3M's General Employee Stock Purchase Plan.

George Ann Biros For: David W. Powell 01/30/2004

** 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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