

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>IHLENFELD JAY V</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 R&amp;D</b> |
|                                                                                                                                                               | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/02/2004</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                    | 04/02/2004                           |                                                    | M                              |   | 8,404                                                             | A          | \$46.675 | 26,874                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 4,802                                                             | D          | \$81.675 | 22,072                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 1,177                                                             | D          | \$81.675 | 20,895                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | M                              |   | 8,456                                                             | A          | \$47.5   | 29,351                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 4,917                                                             | D          | \$81.675 | 24,434                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 1,156                                                             | D          | \$81.675 | 23,278                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | M                              |   | 498                                                               | A          | \$58.625 | 23,776                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 357                                                               | D          | \$81.675 | 23,419                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 45                                                                | D          | \$81.675 | 23,374                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | M                              |   | 474                                                               | A          | \$64.4   | 23,848                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 373                                                               | D          | \$81.675 | 23,475                                                                                        | D                                                        |                                                       |
| Common Stock                    | 04/02/2004                           |                                                    | F                              |   | 32                                                                | D          | \$81.675 | 23,443                                                                                        | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |   |                                                                   |            |          | 2,343                                                                                         | 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) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$46.675                                               | 04/02/2004                           |                                                    | M                              |   | 8,404                                                                                  |     | 05/12/1999                                               | 05/12/2008      | Common Stock                                                                      | 8,404                                      | \$0                                                                                                | 0                                                         | D                                                      |                            |
| Non-Qualified Stock Option (right to buy)  | \$47.5                                                 | 04/02/2004                           |                                                    | M                              |   | 8,456                                                                                  |     | 05/11/2000                                               | 05/10/2009      | Common Stock                                                                      | 8,456                                      | \$0                                                                                                | 0                                                         | D                                                      |                            |
| Non-Qualified Stock Option (right to buy)  | \$58.625                                               | 04/02/2004                           |                                                    | M                              |   | 498                                                                                    |     | 05/08/2002                                               | 05/08/2011      | Common Stock                                                                      | 498                                        | \$0                                                                                                | 13,598                                                    | D                                                      |                            |
| Non-Qualified Stock Option (right to buy)  | \$64.4                                                 | 04/02/2004                           |                                                    | M                              |   | 474                                                                                    |     | 11/20/2002                                               | 05/07/2004      | Common Stock                                                                      | 474                                        | \$0                                                                                                | 0                                                         | D                                                      |                            |
| Non-Qualified Stock Option (right to buy)  | \$81.7                                                 | 04/02/2004                           |                                                    | A                              |   | 5,979                                                                                  |     | 10/02/2004                                               | 05/12/2008      | Common Stock                                                                      | 5,979                                      | \$0                                                                                                | 5,979                                                     | D                                                      |                            |
| Non-Qualified Stock Option (right to buy)  | \$81.7                                                 | 04/02/2004                           |                                                    | A                              |   | 6,073                                                                                  |     | 10/02/2004                                               | 05/11/2009      | Common Stock                                                                      | 6,073                                      | \$0                                                                                                | 6,073                                                     | D                                                      |                            |

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

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|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date | Title                                                                             | Amount or Number of Shares |                                            |                                                                                                    |                                                           |                                                        |
| Non-Qualified Stock Option (right to buy)  | \$81.7                                                 | 04/02/2004                           |                                                    | A                              |   | 402                                                                                    |     | 10/02/2004                                               | 05/06/2011      | Common Stock                                                                      | 402                        | \$0                                        | 402                                                                                                | D                                                         |                                                        |

Explanation of Responses:

By: George Ann Biros For: Jay V Ihlenfeld 04/05/2004

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.