

| 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>PALENSKY FRED J</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>X EXEC VP SFTY SEC & PROT SVCS |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/22/2004</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                    | 04/22/2004                           |  | M                              |   | 7,470   | A          | \$47.5   | 28,209  | D  |   |
| Common Stock                    | 04/22/2004                           |  | F                              |   | 4,150   | D          | \$85.48  | 24,059  | D  |   |
| Common Stock                    | 04/22/2004                           |  | F                              |   | 1,085   | D          | \$85.48  | 22,974  | D  |   |
| Common Stock                    | 04/22/2004                           |  | M                              |   | 12,309  | A          | \$58.625 | 35,283  | D  |   |
| Common Stock                    | 04/22/2004                           |  | F                              |   | 8,441   | D          | \$85.48  | 26,842  | D  |   |
| Common Stock                    | 04/22/2004                           |  | F                              |   | 1,264   | D          | \$85.48  | 25,578  | D  |   |
| Common Stock                    | 04/22/2004                           |  | M                              |   | 3,490   | A          | \$62.85  | 29,068  | D  |   |
| Common Stock                    | 04/22/2004                           |  | F                              |   | 2,566   | D          | \$85.48  | 26,502  | D  |   |
| Common Stock                    | 04/22/2004                           |  | F                              |   | 302   | D          | \$85.48  | 26,200  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |          | 3,039   | 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 | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$47.5   | 04/22/2004                           |  | M                              |   | 7,470  |     | 05/11/2000   | 05/10/2009      | Common Stock  | 7,470                      | \$0  | 0  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$58.625   | 04/22/2004                           |  | M                              |   | 12,309   |     | 05/08/2002   | 05/08/2011      | Common Stock  | 12,309                     | \$0  | 40,987   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$62.85  | 04/22/2004                           |  | M                              |   | 3,490  |     | 10/26/2002   | 05/07/2004      | Common Stock  | 3,490                      | \$0  | 0  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$85.5   | 04/22/2004                           |  | A                              |   | 5,235  |     | 10/22/2004   | 05/11/2009      | Common Stock  | 5,235                      | \$0  | 5,235  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$85.5   | 04/22/2004                           |  | A                              |   | 9,705  |     | 10/22/2004   | 05/06/2011      | Common Stock  | 9,705                      | \$0  | 9,705  | D   |  |

Explanation of Responses:

By: George Ann Biros For: 04/22/2004  
Frederick Joseph Palensky

\*\* 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.