SEC Form 5

FORM 5

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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may continue. See Instruction 1(b).

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

Form 4 Transa	ctions Reporte	d.							of the Securi ivestment Co											
1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
MAHAN JAMES T						<u>3M CO</u> [MMM]								- Director 10% Owner					Owner	
(Last) (First) (Middle)						3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2004								X Officer (give title Other (specify below) below)						
3M CENTER BLDG 0220 11 02						VICE PRESIDENT ENGRG MFG & LOG											& LOG			
					- 4. lf An	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) ST PAUL MN 551441000														X Form filed by One Reporting Person Form filed by More than One Reporting Person						
					-										1 onn mou	by Mor				
(City)																				
		Та	ab	ole I - Non-De	rivative	Secur	ritie	es Acq	uired, Dis	sposed	of, o	Benefic	ially	Owr	ned					
Date					Executio	2A. Deemed Execution Date,		ransactio						Securities			6. Ownership Form: Direct		7. Nature of Indirect Beneficial	
				(Month/Day/Year)	if any (Month/D	ay/Year)	Code (Inst 8)) or Price		Beneficially O at end of Issue		r's (I) (Instr. 4			nership (Instr.		
								<u> </u>			(D)			Fiscal Year (Instr. 3 and 4)		u. 5				
Common Stock ⁽¹⁾				09/24/2004				G	50)	D) \$0		18,162			D			
Common Stock														3,440			Ι		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	2.	3. Transaction			4.	5. Nu			6. Date Exerc			itle and Am			8. Price		nber of	10.	11. Nature	
Derivative Security (Instr. 3)	Conversion or Exercise Price of	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)	. Secu	ritie		Expiration Date (Month/Day/Year)		Dei	Securities Underlyi Derivative Security 3 and 4)				derivative Securities Beneficially	ities	Ownershi Form: Direct (D)	Beneficial	
5,	Derivative Security			ionalizay, real y	0)	Dispo	osed	d of (D) 4 and				iiu 4)		(Instr. 5)		Owned		or Indire (I) (Instr.	t (Instr. 4)	
						5)	_				_		Amo			Transa	eported ansaction(s)			
														unt ber	lins		str. 4)			
						(A)		(D)	Date Exercisable	Expiratio Date				es.						
Incentive Stock Option (right to buy)	\$31.5175								05/14/1997	05/14/200	06 Co	mmon Stock	3,1	72		3,	,172	D		
Incentive Stock Option (right to buy)	\$43.35								05/09/2001	05/09/201	0 Co	mmon Stock	2,306			2,	,306	D		
Incentive Stock Option (right to buy)	\$45.85								05/13/1998	05/13/200	07 Co	mmon Stock	2,1	2,180		2,	,180	D		
Incentive Stock Option (right to buy)	\$46.675								05/12/1999	05/12/200	08 Co	mmon Stock	2,142			2,	,142	D		
Incentive Stock Option (right to buy)	\$47.5								05/11/2000	05/10/200	19 Co	mmon Stock 2,10		,104		2,	,104	D		
Incentive Stock Option (right to buy)	\$58.625								05/08/2002	05/08/201	1 Co	mmon Stock	1,7	04		1,	,704	D		
Non-Qualified Stock Option (right to buy)	\$58.625								05/08/2002	05/08/201	1 Co	mmon Stock	8,1	06		8,	,106	D		
Non-Qualified Stock Option (right to buy)	\$61.85								05/14/2004	05/12/201	3 Co	mmon Stock	26,4	ł00		26	i,400	D		
Non-Qualified Stock Option (right to buy)	\$62.65								12/03/2002	05/06/200	05 Co	mmon Stock	94	0		9	940	D		
Non-Qualified Stock Option (right to buy)	\$62.65								12/03/2002	05/12/200	6 Co	mmon Stock	1,2	70		1,	,270	D		
Non-Qualified Stock Option (right to buy)	\$62.65								12/03/2002	05/11/200	07 Co	mmon Stock	1,4	10		1,	,410	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 Amo Securities Under Derivative Secur 3 and 4)	rlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Non-Qualified Stock Option (right to buy)	\$62.65						12/03/2002	05/12/2008	Common Stock	7,008		7,008	D	
Non-Qualified Stock Option (right to buy)	\$62.65						12/03/2002	05/11/2009	Common Stock	6,536		6,536	D	
Non-Qualified Stock Option (right to buy)	\$64.5						09/19/2003	05/12/2006	Common Stock	252		252	D	
Non-Qualified Stock Option (right to buy)	\$64.5						09/19/2003	05/11/2007	Common Stock	5,364		5,364	D	
Non-Qualified Stock Option (right to buy)	\$64.5						09/19/2003	05/11/2009	Common Stock	560		560	D	
Non-Qualified Stock Option (right to buy)	\$64.5						09/19/2003	05/07/2010	Common Stock	6,444		6,444	D	
Non-Qualified Stock Option (right to buy)	\$64.5						09/19/2004	05/06/2011	Common Stock	5,632		5,632	D	
Non-Qualified Stock Option (right to buy)	\$64.5						05/15/2003	05/14/2012	Common Stock	15,800		15,800	D	
Non-Qualified Stock Option (right to buy)	\$84.4						05/12/2005	05/09/2014	Common Stock	35,132		35,132	D	

Explanation of Responses:

1. 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 pursuant to 3M's Dividend Reinvestment Program in transactions exempt from Section 16; this total also includes shares acquired during the fiscal year pursuant to 3M's General Employee Stock Purchase Plan.

By: George Ann Biros For: James <u>12/31/2004</u>

** 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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