SEC Form 5

FORM 5

Form 3 Holdings Reported.

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

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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). \square

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Form 4 Transa	actions Reporte	d.		F				of the Securi nvestment Co											
1. Name and Add		rting Person *			2. Issuer <u>3M CO</u>			or Trading S	ymbol					onship of Re	eporting Person(s) to Issuer			
NOZARI N	<u> </u>						-	scal Year End	ded (Month	/Dav/Ye	ar)	- `		Director	,	10% Ov			
(Last)	(First)	(N	/iddle)		12/31/2					2u)/ 10	,		X	Officer (giv below)	e title	Other (s below)	pecify		
3M CENTER						Exec VP Consumer & Office													
(Street)					4. If Ame	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
ST. PAUL	MN	5:	5144-1000										Form filed by More than One Reporting Person						
(City) (State) (Zip)																			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
3M CENTER (Street) ST. PAUL MN (City) (State) 1. Title of Security (Instr. 3) Common Stock ⁽¹⁾ Common Stock ⁽²⁾ 1. Title of Derivative Security (Instr. 3) Incentive Stock Option (right to buy) Incentive Stock Option (right to buy) State Incentive Stock Option (right to buy) State State Incentive Stock Option (right to buy) State State State State State State State		2. Transact Date		2A. Deeme Execution I		3. Transactio					f (D)	Securities		6. Owners Form: Dir	ect Indire	t Indirect Beneficial			
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of 3. Transaction Date (Month/Day/Year)			(Month/Day	/Year)	if any (Month/Day	/Year)	Code (Inst 8)	r. Amount		A) or D)	Price		Beneficially Owne at end of Issuer's Fiscal Year (Instr. and 4)		s (I) (Instr. 4				
Common Stock ⁽¹⁾														74,721	D				
Common Stoc	k ⁽²⁾													4,026	I	by 401	k/PAESOP		
			Table II -										vnec	d					
		3. Transaction	3A. Deemed 4		4.	5. Num	ber of	• •	6. Date Exercisable and		7. Title and Amoun		f 8. Price		9. Number of	10.	11. Nature		
Security (Instr.	or Exercise Price of Derivative		Execution Da if any (Month/Day/h	(Transaction Code (Instr. 8)	Dispos (Instr.		Expiration D (Month/Day/ [*]	Date Securities Under			of		derivative Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)			
						5)				┼─			unt ber		Reported Transaction(s) (Instr. 4)				
								Date	Expiration										
				_		(A)	(D)	Exercisable	Date	Title	Title		s				<u> </u>		
Option (right to	\$43.35							05/09/2001	05/09/2010) Com	mon Stock	2,30)6		2,306	D			
Option (right to	\$47.5							05/11/2000	05/10/2009	O Com	mon Stock	2,10)4		2,104	D			
Option (right to	\$58.625							05/08/2002	05/08/201	1 Com	mon Stock	1,70)4		1,704	D			
Stock Option	\$57.075							08/12/2002	05/06/200:	5 Com	mon Stock	4,5:	55		4,555	D			
Non-Qualified Stock Option (right to buy)	\$58.625							05/08/2002	05/08/201	1 Com	mon Stock	63,2	96		63,296	D			
Non-Qualified Stock Option (right to buy)	\$61.85							05/14/2004	05/12/2013	3 Com	mon Stock	71,4	00		71,400	D			
Non-Qualified Stock Option (right to buy)	\$62.675							11/05/2003	05/06/200:	5 Com	mon Stock	62	0		620	D			
Non-Qualified Stock Option (right to buy)	\$62.675							11/05/2003	05/12/2000	6 Com	mon Stock	12,6	98		12,698	D			
Non-Qualified Stock Option (right to buy)	\$62.675							11/05/2003	05/11/200	7 Com	mon Stock	15,6	20		15,620	D			
Non-Qualified Stock Option (right to buy)	\$62.675							11/05/2003	05/12/2008	8 Com	mon Stock	2,71	16		2,716	D			
Non-Qualified Stock Option (right to buy)	\$64.5							05/15/2003	05/14/2012	2 Com	mon Stock	78,0	00		78,000	D			
Non-Qualified Stock Option (right to buy)	\$84.4							05/12/2005	05/09/2014	4 Com	mon Stock	63,0	00		63,000	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)	lying	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)	\$86.65						11/04/2004	05/06/2005	Common Stock	1,961		1,961	D	
Non-Qualified Stock Option (right to buy)	\$86.65						11/04/2004	05/12/2008	Common Stock	10,837		10,837	D	
Non-Qualified Stock Option (right to buy)	\$86.65						11/04/2004	05/10/2009	Common Stock	19,414		19,414	D	
Non-Qualified Stock Option (right to buy)	\$86.65						11/04/2004	05/07/2010	Common Stock	18,381		18,381	D	

Explanation of Responses:

1. 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.

2. 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.

By: George Ann Biros For: Mohammed S. Nozari

02/03/2005

Date

** Signature of Reporting Person

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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