FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB APPROVAL             |     |  |  |  |  |  |  |  |
|--------------------------|-----|--|--|--|--|--|--|--|
| OMB Number: 3235-028     |     |  |  |  |  |  |  |  |
| Estimated average burden |     |  |  |  |  |  |  |  |
| hours per response:      | 0.5 |  |  |  |  |  |  |  |

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*  COFFMAN VANCE D  |   |     |          |   | <u>3M</u>              | Issuer Name and Ticker or Trading Symbol     MCO [ MMM ]      Date of Earliest Transaction (Month/Day/Year) |   |  |                |                                     |  |               |          |   | ationship of R<br>k all applicab<br>Director |  | Person  | . ,   | o Issuer<br>10% Owner |  |
|--|---|-----|----------|---|------------------------|---|---|--|----------------|-------------------------------------|--|---------------|----------|---|--|--|---|---|-----------------------|--|
| (Last)   | (First)   | `   | (Middle) |   |                        |   | 02/13/2006  |  |                |                                     |  |               |          |   | Officer (g<br>below)                         | Officer (give title below)                           |   | Other (specify below)                                 |                       |  |
| 1111 LOCKHEED MARTIN WAY<br>B157   |   |     |          |   | 4. If A                | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |  |                |                                     |  |               |          | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person |  |  |   |   | ,                     |  |
| (Street)   | CA  | 94  | 94089    |   |                        |   |   |  |                |                                     |  |               |          |   |  | d by Mor   | e than C  | One Report  | ng Person             |  |
| (City)   | (State)   | (Zi | p)       |   |                        |   |   |  |                |                                     |  |               |          |   |  |  |   |   |                       |  |
|  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  |     |          |   |                        |   |   |  |                |                                     |  |               |          |   |  |  |   |   |                       |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D   |   |     |          |   | Exe<br>Day/Year) if ar |   | a. Deemed<br>ecution Date,<br>any<br>onth/Day/Year) |  |                |                                     | s Acquired (<br>of (D) (Instr. 3   |               | d 5)     | 5. Amount of<br>Securities<br>Beneficially 0<br>Following Re<br>Transaction(s                     |  | 6. Owner<br>Form: I<br>or Indir<br>(Instr. 4         | Direct (D)<br>ect (I)   | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                       |  |
|  |   |     |          |   |                        |   |   |  | Code           | v                                   | Amount   | (A) or<br>(D) | Pric     | e   | (Instr. 3 and 4)                             |  |   |   | (111301.4)            |  |
| Common Stock 02/13   |   |     |          |   |                        |   |   |  | A              |                                     | 237  | A             | \$7      | 9.11  | 237  |  |   | D   |                       |  |
| Common Stock   |   |     |          |   |                        |   |   |  |                |                                     |  |               |          |   | 8,273  | 3  |   |   | by<br>Corporation     |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |     |          |   |                        |   |   |  |                |                                     |  |               |          |   |  |  |   |   |                       |  |
| 1. Title of<br>Derivative<br>Security (Instr. 3)   | 2. Conversion Date Execution Date, if any (Month/Day/Year) Security 3. Transaction Date Execution Date, if any (Month/Day/Year) |     |          | 4.<br>Transaction<br>Code (Instr.<br>8) |                        | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5)    |   | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                | ate                                 | 7. Title and Amou<br>Securities Underl<br>Derivative Securit<br>(Instr. 3 and 4) |               | lying    | ing Derivative  |  | per of<br>ve<br>les<br>ially<br>ng<br>ed<br>ction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4 | Beneficial<br>Ownership<br>(Instr. 4)                 |                       |  |
|  |   |     |          |   |                        | v   | ' (A) (D)   |  | Date<br>Exerci | Date Expiration<br>Exercisable Date |  | Title         | or<br>Nu | nount<br>mber<br>Shares   |  | (Instr. 4)   |   |   |                       |  |

**Explanation of Responses:** 

By: George Ann Biros For: Vance 02/14/2006

D. Coffman

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.