FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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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* COFFMAN VANCE D						Issuer Name and Ticker or Trading Symbol MCO [MMM] Date of Earliest Transaction (Month/Day/Year)									all applicabl	,		n(s) to Issuer 10% Owner Other (specify	
(Last)	(First)	•	iddle)	05/09/2006										below)			below)		
1111 LOCKHEED MARTIN WAY 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	-089												Form filed by More than One Reporting Pers				
(City)	(State)	(Zi	p)																
		Та	ble I - No	n-Der	ivativ	e Se	curitie	s Acq	uired,	Dis	oosed of,	or Bene	ficially	y Ow	ned				
1. Title of Security (Instr. 3) 2. Transa Date (Month/D				Day/Year) Exec		A. Deemed kecution Date, any lonth/Day/Year)					s Acquired (A of (D) (Instr. 3		5. Amount of Securities Beneficially Following Re Transaction(Owned eported	6. Owner Form: I or Indir (Instr. 4	Direct (D) ect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
										v	Amount	(A) or (D)	Price		(Instr. 3 and 4)				(
Common Stock 05/09					9/2006				A		1,531	A	\$75.	.69	1,768		D		
Common Stock															8,325	5			by Corporation
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)		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 Exerc Expiration Da (Month/Day/Y		ate Securities Under		Jnderlyir Security	ng	8. Price of Derivative Security (Instr. 5)	9. Numb derivati Securiti Benefic Owned Followin Reporte Transac	ve es ially ng	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)
Evalenation of Pennance				Code	V (A) (D) Exercisable Date Expiration Date Title Amount or Number of Shares		(Instr. 4)												

Explanation of Responses:

By: George Ann Biros For: Vance D. Coffman 05/10/2006

** 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.