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).

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Form 4 Trans	actions Report	ed.			F				of the Securit vestment Co													
1. Name and Address of Reporting Person*															5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
NOZARI M S					<u>3M CO</u> [MMM]								- Director 10% Owner									
(Last) (First) (Middle)						3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007								X Officer (give title Other (specify below) below)					y			
3M CENTER																EXEC VP CONSUMER & OFFICE						
						4. If Ame	endment	t, Date of O	riginal Filed (I	Month/Day	/Year)		6. li	6. Individual or Joint/Group Filing (Check Applicable Line)								
(Street) ST. PAUL MN 55144-1000															X Form filed by One Reporting Person Form filed by More than One Reporting Person							
S1. FAUL NIN 35144-1000														r onn nied	by Wo		ie report	ing i cit	3011			
(City) (State) (Zip)																						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																						
					2A. Deemed Execution Date,		3. Transactio					f (D)	Securities			6. Ownersl Form: Dire	ct Ind	7. Nature of Indirect Beneficial				
						if any (Month/Day/Year)		Code (Inst 8)			(A) or	A) or Price		at e	neficially Ow and of Issuer	s	(D) or Indir (I) (Instr. 4)		Ownership (Instr. 4)			
									Amount	(D)				Fiscal Year (Instr. 3 and 4)		ir. 3						
Common Stor	ck									ļ					95,759		D					
Common Stor	.k														4,637		I		by 401k/PAESOP			
														4,057					Trust			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																						
1. Title of						5. Num			6. Date Exer Expiration D	ate Exercisable and 7. Title and Amou							Number of 10. rivative Owned			Nature ndirect		
Security (Instr. 3)			if	Execution Date, if any (Month/Day/Year)		ansaction ode (Instr.	Securit			(Month/Day/Year)		Securities Underly Derivative Security 3 and 4)				Secur		Ownersh Form: Direct (D	Ber	ndirect neficial nership		
,	Derivative Security		`		8)		Dispos	ed of (D) 3, 4 and 5)						(Instr. 5) Owr			or Indired (I) (Instr.	t (Ins	str. 4)			
													Amou	unt		Repo Trans	rted saction(s)	.,.				
									Date	Expiratio		Ni Of		ber	(Ins		. 4)					
			L				(A)	(D)	Exercisable	Date	" Tit	le	Share	es								
Non-Qualified Stock Option (right to buy)	\$87.75	05/11/2007				J		13,065 ⁽¹⁾	11/08/2006	05/11/20	07 Co	mmon Stock	13,0	65	\$0	0		D				
Incentive Stock Option (right to buy)	\$43.35								05/09/2001	05/09/20	10 Co	mmon Stock	2,30	16		2	2,306	D				
Incentive Stock Option (right to buy)	\$58.625								05/08/2002	05/08/20	11 Co	mmon Stock	1,704			1,704		D				
Non-Qualified Stock Option (right to buy)	\$64.5								05/15/2003	05/14/20	12 Co	mmon Stock	15,7	69			15,769					
Non-Qualified Stock Option (right to buy)	\$76.8								05/10/2006	05/10/20	15 Co	mmon Stock	50,5	18			0,518	D				
Non-Qualified Stock Option (right to buy)	\$84.4								05/12/2005	05/09/20	14 Co	mmon Stock	63,0	00)0		3,000	D				
Non-Qualified Stock Option (right to buy)	\$84.78								05/08/2008	05/08/20	17 Co	mmon Stock	32,200			31	2,200	D				
Non-Qualified Stock Option (right to buy)	\$86								08/18/2005	05/06/20	11 Co	mmon Stock	50,9	16		5(0,916	D				
Non-Qualified Stock Option (right to buy)	\$86								08/18/2005	05/13/20	13 Co	mmon Stock	29,2	18		29	9,218	D				
Non-Qualified Stock Option (right to buy)	\$86.65								11/04/2004	05/12/20	08 Co	mmon Stock	10,8	37	.7 10,8		0,837	D				
Non-Qualified Stock Option (right to buy)	\$86.65								11/04/2004	05/10/20)9 Co	mmon Stock	19,4	14		19	9,414	D				
Non-Qualified Stock Option (right to buy)	\$86.65								11/04/2004	05/07/20	10 Co	mmon Stock	18,3	81		11	8,381	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)	Derivative Conversion D Security (Instr. or Exercise (M		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 Unde Derivative Secu 3 and 4)	rlying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	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		Reported Transaction(s) (Instr. 4)		
Non-Qualified Stock Option (right to buy)	\$87.35						05/09/2007	05/09/2016	Common Stock	52,000		52,000	D	
Non-Qualified Stock Option (right to buy)	\$87.75						11/08/2006	05/12/2008	Common Stock	2,270		2,270	D	
Non-Qualified Stock Option (right to buy)	\$87.75						11/08/2006	05/14/2012	Common Stock	105,590		105,590	D	
Non-Qualified Stock Option (right to buy)	\$87.75						11/08/2006	05/13/2013	Common Stock	30,318		30,318	D	

Explanation of Responses:

1. This transaction is an expiration of an employee stock option. No value was received by the reporting person for the expiration and it is being reported voluntarily for informational purposes. The expiration is exempt from the short-swing profits recovery provisions pursuant to Rule 16b-6(d) and is exempt from the reporting requirements pursuant to Rule 16a-4(d).

Remarks:

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: GeorgeAnn Biros For: Moe S	01/09/2008
<u>Nozari</u>	01/07/2008
** 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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