UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the year ended December 31, 1993

Commission file number 1-3285

MINNESOTA MINING AND MANUFACTURING COMPANY

State of Incorporation: Delaware I.R.S. Employer Identification No. 41-0417775

Executive offices: 3M Center, St. Paul, Minnesota 55144
Telephone number: (612) 733-1110

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Name of each exchange on which registered
Common Stock, Without Par Value	New York Stock Exchange
	Pacific Stock Exchange
	Chicago Stock Exchange

Note: The common stock of the Registrant is also traded on the Amsterdam Stock Exchange, German stock exchanges, Swiss stock exchanges, the Paris Stock Exchange and the Tokyo Stock Exchange.

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

The aggregate market value of voting stock held by nonaffiliates of the Registrant, based on the closing price of $107.25 per share as reported on the New York Stock Exchange-Composite Index on January 31, 1994, was $23.0 billion.

Shares of common stock outstanding at January 31, 1994: 214,001,230.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the following documents are incorporated by reference to Parts III and IV of this Form 10-K: (1) Proxy Statement for registrant's 1994 annual meeting, (2) Form 10-Q for period ended June 30,

1987, and (3)
Registration Nos. 33-29329, 33-48089 and 33-49842.
This document contains 41 pages.

MINNESOTA MINING AND MANUFACTURING COMPANY

FORM 10-K

For the Year Ended December 31, 1993

PART I

Item 1. Business.

Minnesota Mining and Manufacturing Company was incorporated in 1929 under the laws of the State of Delaware to continue operations, begun in 1902, of a Minnesota corporation of the same name. As used herein, the term "3M" includes Minnesota Mining and Manufacturing Company and subsidiaries unless the context otherwise indicates. 3M employs 86,168 persons.

3M is an integrated enterprise characterized by substantial interdivision and intersector cooperation in research, manufacturing and marketing of products incorporating similar component materials manufactured at common internal sources. Its business has developed from its research and technology in coating and bonding for coated abrasives, its only product in its early years. Coating and bonding is the process of applying one material to another, such as adhesives to a backing (pressure-sensitive tapes), abrasive granules to paper or cloth (coated abrasives), ceramic coating to granular mineral (roofing granules), heat- or light- sensitive materials to paper, film and metal (dry silver paper, photographic film and lithographic plates), iron oxide to plastic backing (magnetic recording tape), glass beads to plastic backing (reflective sheeting), and low tack adhesives to paper (repositionable notes).

3M believes that it is among the leading producers of products for many of the markets it serves. In all cases, 3M products are subject to direct or indirect competition. Generally speaking, most 3M products involve technical competence in development, manufacturing and marketing and are subject to competition with products manufactured and sold by other technically-oriented companies.

3M's three business sectors are: Industrial and Consumer; Information, Imaging and Electronic; and Life Sciences. Each sector brings together common or related 3M technologies and thus provides greater opportunity for the future development of products and services and a more efficient sharing of business strengths.

The notes to the financial statements on page 25 and 26 of this Form 10-K provide financial information concerning 3M's three industry segments and 3M's operations in various geographic areas of the world.

Industry Segments

3M's operations are organized into three business sectors. These sectors have worldwide responsibility for virtually all 3M product lines. A few miscellaneous and staff-sponsored new products, still in development, are not assigned to the sectors.

Industrial and Consumer Sector: This sector is a leader in developing the technologies for pressure-sensitive adhesives, specialty tapes, coated and nonwoven abrasives, and specialty chemicals. These core technologies provide a strong basis for the development of new products. The sector also has strong distribution channels and logistics expertise. The sector is organized into five groups: Abrasive, Chemical and Film Products Group; Automotive Systems Group; Consumer Markets; Office Markets; and Tape Group.

Major products in the Abrasive, Chemical and Film Products Group include coated abrasives (such as sandpaper) for grinding, conditioning and finishing a wide range of surfaces; natural and color-coated mineral granules for asphalt shingles; finishing compounds; and flame-retardant materials. This group also markets products for maintaining and repairing vehicles. Major chemical products include protective chemicals for furniture, fabrics and paper products; fire-fighting agents; fluoroelastomers for seals, tubes and gaskets in engines; engineering fluids; and high performance fluids used in the manufacture of computer chips and for electronic cooling and lubricating of computer hard disk drives. This group also serves as a major resource for other 3M divisions, supplying specialty chemicals, adhesives and films used in the manufacture of many 3M products.

Major products in the Automotive Systems Group include body side-molding and trim; functional and decorative graphics; corrosion- and abrasion-resistant films; tapes for attaching nameplates, trim and moldings; and fasteners for attaching interior panels and carpeting.

Major products in the Consumer and Office Market businesses include Scotch brand tapes; Post-it brand note products including memo pads, labels, stickers, pop-up notes and dispensers; home cleaning products including Scotch-Brite brand scouring products, O-Cel-O brand sponges and Scotchgard brand fabric protectors; energy control products such as window insulation kits; nonwoven abrasive materials for floor maintenance and commercial cleaning; floor matting; and a full range of do-it-yourself products including surface preparation and wood finishing materials, and filters for furnaces and air conditioners.

The Tape Group manufactures and markets a wide variety of high-performance and general-use pressure-sensitive tapes and specialty products. Major product categories include industrial application tapes made from a wide variety of materials such as foil, film, vinyl and polyester; specialty tapes and adhesives for industrial applications including Scotch brand VHB brand tapes, lithographic tapes, joining systems, specialty additives, vibration control materials, liquid adhesives, and reclosable fasteners; general-use tapes such as masking, box-sealing and filament; and labels and other materials for identifying and marking durable goods.

Information, Imaging and Electronic Sector: This sector serves rapidly changing markets in audio, video and data recording; graphic communications; information storage, output and transfer; telecommunications; electronics and electrical products. The sector has the leading technologies for certain electrical, electronic and fiber-optic applications and a wide variety of graphic imaging technologies. Having these related areas in one operating unit fosters efficient product development and innovation. The sector is also strong in worldwide distribution and service. The sector is organized into three groups: Electro and Communications Systems; Imaging Systems; and Memory Technologies.

The Electro and Communication Systems Group includes products in the electronic, electrical, telecommunication and visual communication fields. The electronic and electrical products include packaging and inter-connection devices; insulating materials, including pressure-sensitive tapes and resins; and other related equipment. These products are used extensively by manufacturers of electronic and electrical equipment, as well as the construction and maintenance segments of the electric utility, telephone and other industries. The telecommunication products serve the world's telephone companies with a wide array of products for fiber-optic and copper-based telephone systems. These include many innovative connecting, closure and splicing systems, maintenance products and test equipment. The visual communication products serve the world's office and education markets with overhead projectors and transparency films and materials plus equipment and accessories for computer-based presentations.

The Imaging Systems Group offers a complete line of products for printers and graphic arts firms, from the largest commercial printer to the smallest instant printer or in-house facility. These products include a broad line of presensitized lithographic plates and related supplies; a complete line of duplicator press plates and automated imaging systems and related supplies; copy and art preparation materials; pre-press proofing systems; carbonless paper sheets for multiple-part business forms; and a line of light-sensitive dry silver papers and films for electronically recorded images. This group's imaging technologies are used in producing photographic products, including medical X-ray films, graphic arts films and amateur color films. It also is a major supplier of laser imagers and supplies and computerized medical diagnostic systems. This group also offers an array of micrographic systems including readers and printers for engineering graphics and office applications. Related products include dry silver imaging papers and microfilm in aperture card and roll formats.

The Memory Technologies Group manufactures and markets a complete line of magnetic and optical recording products for many applications that meet the requirements for complex applications in computers, instrumentation, automation and other fields. Memory Technologies is the world's largest supplier of removable memory media for computers. Products range from computer diskettes, cartridges and tapes to CD-ROM and rewritable optical media. The group markets a wide array of recording products which are used for home video recording, in professional radio and television markets, as well as for commercial and industrial uses. These include reel-to-reel, cartridge and cassette tapes for audio and video recording.

Life Sciences Sector: This sector contributes to better health and safety for people around the world. The Life Sciences Sector's major technologies include pressure-sensitive adhesives, substrates, extrusion/coating, nonwoven materials, specialty polymers and resins, optical systems, drug delivery, and electro-mechanical devices. The sector has strong distribution channels in all its major markets. The sector is organized into three groups: Medical Products; Pharmaceuticals, Dental and Disposable Products; and Traffic and Personal Safety Products.

The Medical Products Group produces a broad range of medical supplies, devices and equipment. Medical supplies include tapes, dressings, surgical drapes and masks, biological indicators, orthopedic casting materials and electrodes. Medical devices and equipment include stethoscopes, heart-lung machines, sterilization equipment, blood gas monitors, powered orthopedic instruments, skin staplers, and intravenous infusion pumps. The Medical Products Group also develops hospital information systems.

The Pharmaceuticals, Dental and Disposable Products Group serves pharmaceutical and dental markets, as well as manufacturers of disposable diapers. Pharmaceuticals include ethical drugs and drug-delivery systems. Among ethical pharmaceuticals are analgesics, anti-inflammatories and cardiovascular and respiratory products. Drug-delivery systems include metered-dose inhalers, as well as transdermal skin patches and related components. Dental products include dental restoratives, adhesives, impression materials, temporary crowns, infection control products and orthodontic brackets and wires. This group also produces a broad line of tape closures for disposable diapers.

The Traffic and Personal Safety Products Group is a leader in the following markets: traffic control materials, commercial graphics, occupational health and safety, and out-of-home advertising. In traffic control materials, 3M is the worldwide leader in reflective sheetings. These materials are used on highway signs, vehicle license plates, construction workzone devices, and trucks and other vehicles. In commercial graphics, 3M supplies a broad line of films, inks and related products used to produce graphics for trucks and signs. Major occupational health and safety products include maintenance-free and reusable respirators plus personal monitoring systems. Out-of-home advertising includes outdoor advertising, advertising displays in shopping centers and local advertising in national magazines. This product group also markets a variety of other products. These include spill-control sorbents, Thinsulate brand and Lite Loft brand insulations, traffic control devices, filtration products, electronic surveillance products, reflective sheetings for personal safety, and films for protection against counterfeiting.

Distribution

3M products are sold directly to users and through numerous wholesalers, retailers, jobbers, distributors and dealers in a wide variety of trades in many countries of the world. Management believes that the confidence of wholesalers, retailers, jobbers, distributors and dealers in 3M and its products, developed through long association with trained marketing and sales representatives, has contributed significantly to 3M's position in the marketplace and to its growth. 3M has 322 sales offices and distribution centers worldwide, including 9 major branch offices and warehouses that are located in principal cities throughout the United States. There are 99 sales offices and distribution centers located in the United States. The remaining 223 sales offices and distribution centers are located in 52 countries outside the United States.

Research, Patents and Raw Materials

Research and product development constitute an important part of 3M's activities, and products resulting from such research and product development have contributed in large measure to its growth. The total amount spent for all research and development activities was $1.030 billion, $1.007 billion, and $914 million in 1993, 1992 and 1991, respectively.

The corporate research laboratories are engaged in research which does not relate directly to 3M's existing product lines. They also support the research efforts of division and sector laboratories. Most major operating divisions and domestic subsidiaries, as well as several international subsidiaries, have their own laboratories for improvement of existing products and development of related new products. Engineering research staff groups provide specialized services in instrumentation, engineering and process development. An organization is maintained for technological development not sponsored by other units of the company.

3M is the owner of many domestic and foreign patents derived primarily from its own research activities. 3M does not consider that its business as a whole is materially dependent upon any one patent, license or trade secret or any group of related patents, licenses or trade secrets.

The company experienced no significant or unusual problems in the purchase of raw materials during 1993. While 3M has successfully met its demands to date, it is impossible to predict future shortages or their impact.

Executive Officers

The following is a list of the executive officers of 3M as of March 1, 1994, their present position, their current age, the year first elected to their position and other positions held within 3M during the previous five years. All of these persons have been employed full time by 3M or a subsidiary of 3M for more than five years. All officers are elected by the Board of Directors at its annual meeting, with vacancies and new positions being filled at interim meetings. There are no family relationships between any of the executive officers named, nor is there any arrangement or understanding pursuant to which any person was selected as an officer.

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Name	Age	Present Position	Year Elected to Present Position	Other Positions Held During 1989-1994
<S>	<C>	<C>	<C>	<C>
L.D. DeSimone	57	Chairman of the Board and Chief Executive Officer	1991	Executive Vice President, Information and Imaging Technologies Sector and Corporate Services, 1989-1991 Executive Vice President, Industrial and Electronic Sector and Corporate Services, 1987-1989
Giulio Agostini	58	Senior Vice President, Finance and Office Administration	1993	Senior Vice President, Finance, 1991-1993 Director, Finance and Administration, 3M Italy, 1972-1991
William E. Coyne	57	Vice President, Research and Development	1994	President and General Manager, 3M Canada, Inc., 1990-1994 Group Vice President, Medical Products Group, 1988-1990
Lawrence E. Eaton	56	Executive Vice President, Information, Imaging, and Electronic Sector and Corporate Services	1991	Group Vice President, Memory Technologies Group, 1986-1991
Harry A. Hammerly	60	Executive Vice President,	1994	Executive Vice President,

Life Sciences Sector and
International Operations and
International Operations
Corporate Services, 1991-1994

Executive Vice President,

Industrial and Electronic Sector

and Corporate Services, 1989-1991

Vice President, Europe, 1987-1989

Robert J. Hershock 60 Vice President,
1994 Group Vice President, Abrasive
Marketing
Technologies Group, 1990-1993

Division Vice President, Occupational

Health and Environmental Safety

Division, 1988-1990

Charles E. Kiester 57 Senior Vice President,
1993 Vice President, Engineering,
Engineering, Quality and
Quality and Manufacturing Services
Manufacturing Services
1990-1993

President and General Manager,

3M Canada,Inc., 1988-1990

Richard A. Lidstad 57 Vice President,
1992 Staff Vice President, Human Resource
Human Resources
Operations, 1987-1992

Ronald A. Mitsch 59 Executive Vice
President, 1991 Senior Vice President, Research
Industrial and Consumer
and Development, 1990-1991
Sector and Corporate
Services Group Vice President, Traffic and

Personal Safety Products Group,1985-1990

John J. Ursu 54 Vice President, Legal
Affairs 1993 General Counsel, 1992-1993
and General Counsel
Deputy General Counsel, 1990-1992

Associate General Counsel, 1986-1990

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Item 2. Properties.

3M's general offices, corporate research laboratories, most division laboratories and certain manufacturing facilities are located in St. Paul, Minnesota. Within the United States, 3M operates 82 plants in 28 states and has 99 sales offices and distribution centers located in 24 states. Internationally, 3M operates 109 manufacturing and converting facilities in 44 countries.

3M owns substantially all of its physical properties. 3M leases certain facilities that were financed through the issuance of industrial development bonds in the original principal amount of $30 million. 3M has capitalized the construction costs related to these facilities and recorded the related liabilities. Management believes 3M's existing physical facilities are highly suitable for the purposes for which they were designed.

Item 3. Legal Proceedings.

The company and certain of its subsidiaries are named defendants in a number of actions, governmental proceedings and claims, including product liability claims involving products now or formerly manufactured and sold by the company, many of which relate to silicone gel mammary implants, and some of which claims are purported or tentatively certified class actions. Mammary implant cases and claims are discussed separately below. In some actions, the claimants seek damages as well as other relief which, if granted, would require substantial expenditures.

The company is involved in a number of environmental proceedings by governmental agencies asserting liability for past waste disposal and other alleged environmental damage. The company conducts ongoing investigations, assisted by environmental consultants, to determine accruals for the probable, estimable costs of remediation. The remediation accruals are reviewed each quarter and changes are made as appropriate.

Some of these matters raise difficult and complex factual and legal issues and are subject to many uncertainties, including, but not limited to, the facts and circumstances of each particular action, the jurisdiction and forum in which each action is proceeding, and differences in applicable law. Accordingly, the company is not able to estimate the nature and amount of any future liability with respect to such matters.

Mammary Implant Litigation

As of December 31, 1993, the company had been named as a defendant, often with multiple co-defendants, in 3,054 claims and lawsuits in various courts, all seeking damages for personal injuries from allegedly defective breast implants. These claims and lawsuits, including class actions, purport to represent 8,842 individual claimants. These claims and lawsuits are generally in very preliminary stages, and it is not yet certain how many of these lawsuits and claims involve products manufactured and sold by the company, as opposed to other manufacturers. The company entered the business in 1977 by purchasing McGhan Medical and subsequently sold that business in 1984. The company's sales of implants, during the time that it engaged in this business, represent approximately seven percent of the total cumulative mammary implant sales. The company is vigorously defending the individual claims and lawsuits. Given the preliminary state of the proceedings, company's counsel has not yet reached a conclusion on the probability of company liability.

Discussions regarding a possible "global settlement" have taken place during the last several months, with the facilitation of a panel of federal judges acting as mediators, between a plaintiffs' steering committee, various plaintiff groups, the mediators, and key defendants. The company was a participant in these mediation efforts. On February 14, 1994, Dow Corning, Bristol-Myers Squibb, and Baxter Healthcare Corp., together with several other defendants, announced an agreement with representatives from the plaintiffs' steering committee on financial terms for a global settlement. The company was not included by the parties in this arrangement. Discussions are now being conducted between the company and representatives of the plaintiffs' steering committee. The company does not know at this time whether these discussions will lead to resolution of all or any portion of the suits and claims against it or whether it will be a participant in such a settlement.

With respect to these silicone gel mammary implant claims and lawsuits, the company's general counsel has opined that, based solely on the facts known as of February 25, 1994, date of the opinion and subject to future developments, there is sufficient insurance coverage to recover all liability and costs arising out of these matters. No insurers have denied coverage. Therefore, the company believes that such matters will not pose a material risk to the financial position of the company or its results of operations.

Item 4. Submission of Matters to a Vote of Security Holders.

None in the quarter ended December 31, 1993.

Part II

Item 5. Market Price of 3M's Common Stock and Related Security Holder Matters.

At January 31, 1994, there were 117,343 shareholders of record.

3M's stock is listed on the following stock exchanges: New York Stock Exchange, Pacific Stock Exchange, Chicago Stock Exchange, Amsterdam Stock Exchange, German stock exchanges, Swiss stock exchanges, Paris Stock Exchange, and Tokyo Stock Exchange.

Stock price comparison information (New York Stock Exchange Composite Transactions) is as follows:

Quarter	First	Second	Third	Fourth	Year
1993 High	$111.75	$117.00	$111.25	$113.50	$117.00
Low	97.25	104.88	102.25	101.50	97.25
1992 High	98.75	97.38	103.75	107.00	107.00
Low	87.38	85.50	95.75	97.00	85.50

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Item 6. Selected Financial Data.

(Dollars in millions except amounts per share)

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	1993	1992	1991	1990	1989
For the Year Ended December 31:					
Net Sales	$14,020	$13,883	$13,340	$13,021	$11,990
Net Income	1,263	1,233*	1,154	1,308	1,244
Per Share of Common Stock:					
Net Income	5.82	5.63*	5.26	5.91	5.60

Cash Dividends Declared and Paid	3.32	3.20	3.12	2.92	2.60
Ratio of Earnings to Fixed Charges	15.51	12.81*	11.02	12.42	16.75
At December 31:					
Total Assets	12,197	11,955	11,304	11,079	9,741
Long-term Debt (excluding portion due within one year)	796	687	764	760	885

* Includes a net earnings increase of $6million, or 2 cents per share, from the combination of a legal settlement, special charges and the cumulative effect of accounting changes, which are more fully discussed on page 20.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Operating Results

1993 was a challenging year in several respects. The company faced recessions in Europe and Japan, negative currency effects, a soft U.S. health care market and a highly competitive pricing environment.

Worldwide net sales rose 1.0 percent to $14.020 billion. This followed increases of 4.1 percent in 1992 and 2.5 percent in 1991.

Sales in the United States were $7.126 billion, up about 3 percent from 1992. Internationally, sales totaled $6.894 billion, a decrease of about 1 percent from 1992.

Estimatedcomponents ofsales changefrom prioryears wereasfollows (percents):

	1993			1992		
	U.S.	Int'l	Worldwide	U.S.	Int'l	Worldwide
Volume	5	7	6	3	5	4
Price	(2)	(2)	(2)	---	(1)	(1)
Translation	---	(6)	(3)	---	1	1
Total	3	(1)	1	3	5	4

In the United States volume growth accelerated in 1993, helped by a slight improvement in the domestic economy; however, pricing pressures also increased, mainly in memory technologies product lines.

Internationally, sales growth in local currencies was slightly better than in 1992. However, currency fluctuations, which added to international sales in 1992, reduced those sales by about 6 percent in 1993.

Cost of goods sold was 60.8 percent of sales, up from 60.1 percent in 1992. The negative impact of lower selling prices and currency was partially offset by improvements due to productivity gains and lower raw material costs. In 1992, cost of goods sold decreased as a percent of sales compared to 1991 due to productivity gains and lower raw material costs which were partially offset by higher R&D spending and lower selling prices. Cost of goods sold includes manufacturing, research and development, and engineering expenses.

Selling, general and administrative expenses decreased to 25.2 percent of sales as the result of several cost-reduction programs. This compares with 25.6 percent in 1992 and 24.9 percent in 1991. The 1992 increase was magnified by costs for voluntary separations, higher sales costs and modest volume growth.

Worldwide employment decreased by over 1,000 in 1993, even though about 600 people were added to support continued rapid growth in developing countries. This net reduction in employment occurred with little disruption to the company.

(Percent of sales)	1993	1992	1991
Cost of goods sold	60.8	60.1	60.4
Selling, general and administrative expenses	25.2	25.6	24.9

In December 1992, 3M recognized $129 million in settlement of a patent lawsuit involving 3M orthopedic casting materials. Operating income in 1992 includes this amount, which is shown on a separate line of the Income Statement titled "legal settlement."

Also in 1992, 3M recorded $115 million of special charges to enhance its competitiveness and productivity. These charges relate primarily to asset write-downs, including rationalization of manufacturing operations. Operating income in 1992 includes this amount, which is shown on a separate Income Statement line titled "special charges".

Worldwide operating income in 1993 decreased 1.9 percent to $1.956 billion. The positive impact of increased sales volume and cost control was more than offset by negative currency and pricing. Operating income in 1993 included about $53 million for manufacturing rationalizations and voluntary separations. This compared to 1992 costs of about $80 million for voluntary separation programs, in addition to the $115 million of special charges. In 1992, operating income increased 1.7 percent, following a decrease of 10.6 percent in 1991.

(Percent of sales)	1993	1992	1991
Operating Income	14.0	14.4	14.7

Interest expense was $50 million, down from $76 million in 1992 and $97 million in 1991. The declines in both 1993 and 1992 were mainly due to lower interest rates. Investment and other income totaled $96 million in 1993, which includes a $36 million benefit from tax settlements, improved investment results, and other items, many of which were of a non-recurring nature. This compared with investment and other income of $29 million in 1992 and $15 million in 1991.

The company's effective tax rate was 35.3 percent of pre-tax income, the same as in 1992 and down from 36.8 percent in 1991. The 1 percent increase in the 1993 U.S. statutory corporate tax rate was offset by lower taxes on 3M International Operations, the extension of the U.S. R&D tax credit and the positive effect of revaluing deferred tax assets. The company's deferred tax assets will reverse over an extended period of time.

Net income increased 2.5 percent to $1.263 billion, or $5.82 per share. In 1992, net income increased 6.8 percent to $1.233 billion, or $5.63 per share, compared with $1.154 billion, or $5.26 per share, in 1991.

The company estimates that changes in the value of the U.S. dollar decreased 1993 net income by about $62 million, or 29 cents per share. Currency changes increased net income by about $1 million, or 1 cent per share, in 1992, and by $23 million, or 11 cents per share, in 1991. These estimates include the effect of translating profits from local currencies into U.S. dollars, the costs in local currencies of transferring goods between the parent company in the U.S. and international companies, and transaction gains and losses in countries not considered to be highly inflationary.

Over the long term, 3M expects to meet its aggressive financial goals. These include a growth in earnings per share averaging 10 percent a year or better; return on stockholders' equity of 20 to 25 percent; return on capital employed of 27 percent or better; and 30 percent of sales from products introduced in the last four years.

Earnings per share increased 3.4 percent in 1993. Currency effects reduced earnings by about 5 percent. Return on average stockholders' equity was 19.1 percent, up from 18.8 percent in 1992. This return has averaged 20.5 percent over the past 5 years. Return on capital employed was 19.1 percent, down from 19.7 percent in 1992. This return has averaged 22.1 percent over the past 5 years. In 1993 more than 25 percent of sales came from products introduced within the last 4 years.

Performance by Business Sector

Industrial and Consumer Sector:
In 1993, sales were up 2.6 percent to $5.4 billion. Operating income rose 2.8 percent to $849 million. Excluding special charges of $13 million in 1992, operating income rose 1.2 percent in 1993. Sales and profits showed strong growth in the Asia Pacific area and in Latin America. However, results in Europe were adversely affected by weak economies and the stronger U.S. dollar. This sector expects continued growth in the United States, Asia Pacific area and in Latin America.

Information, Imaging and Electronic Sector:
In 1993, sales were down 1.7 percent to $4.5 billion. A solid increase in unit volume was more than offset by continued price competition and negative currency translation. Operating income increased 14.0 percent to $271 million. Excluding special charges of $81 million in 1992, operating income decreased 15.0 percent. Operating profit margins were affected by price competition and currency effects, as well as by large investments in new

products and efforts to streamline operations. This sector will continue to face significant price pressure in 1994.

Life Sciences Sector:
In 1993, sales increased 2.6 percent to $4.1 billion. Sales growth was constrained by the stronger U.S. dollar and by the slowdown in the U.S. health care market due to uncertainty over health care reform. Operating income decreased 8.6 percent to $846 million. Excluding a net benefit of $108 million from a legal settlement and special charges, operating income increased by 3.4 percent. This sector will continue to be impacted by the uncertainty over U.S. health care reform.

Financial Position

3M's financial condition remained strong in 1993, despite a sluggish worldwide economy. Balance sheet amounts did not vary significantly from 1992. Various items, such as cash and short-term debt, can fluctuate significantly from month to month depending on short-term liquidity needs. Substantially all of the vested and earned benefits under 3M's employee retirement plans, and about half of the other postretirement benefit obligations, were funded as of December 31, 1993.

The company's key inventory index, which represents the number of months of inventory, was 4.0 months, up from 3.8 months in 1992. Accounts receivable days' sales outstanding were 66 days, up one day from 1992. The company's current ratio was 1.9, unchanged from the end of 1992.

Of the long-term debt outstanding at the end of 1993, $469 million was a guarantee of debt of the 3M Employee Stock Ownership Plan. Total debt was 23 percent of stockholders' equity at the end of 1993. This compared with 22 percent at year-end 1992. The company's borrowings continued to maintain AAA long-term ratings.

Legal proceedings, including the silicone gel mammory prosthesis situation and environmental liabilities, are discussed in the legal proceedings section on page 8. The company believes that such matters will not pose a material risk to the financial position of the company.

Liquidity

Due to a change in the financial reporting period for 3M's international companies, the 1992 Consolidated Statement of Cash Flows includes the cash provided or used by 3M's international companies for a 14-month period (November 1, 1991, to December 31, 1992).

The following table is presented on a comparative basis, whereby 1992 excludes the November 1 to December 31, 1991, period for our international companies.

(Millions)	1993	1992	1991
Net cash provided by operating activities	$2,091	$2,218	$1,909
Net cash used in investing activities	(1,092)	(1,139)	(1,197)
Net cash used in financing activities	(1,128)	(1,027)	(686)

Effect of exchange rate changes on cash	21	(20)	(62)
Net increase (decrease) in cash and cash equivalents	$ (108)	$ 32	$ (36)
Capital expenditures	$1,112	$1,225	$1,326
Depreciation	976	950	884

The company met its cash requirements primarily from operating activities. During 1993, cash flows provided by operating activities totaled $2.091 billion. This more than covered capital expenditures and dividend payments of $1.833 billion. The company's superior credit rating provides easy and ample access to global capital markets.

As part of our efforts to control overall spending, capital expenditures declined 9.3 percent to $1.112 billion in 1993. This followed a decline of 7.5 percent in calendar year 1992.

Stockholder dividends increased 3.8 percent to $3.32 per share in 1993. Cash dividend payments totaled $721 million. 3M has paid dividends for 78 consecutive years. On February 14, 1994 the 3M Board of Directors boosted the quarterly dividend on 3M common stock 6 percent to 88 cents a share, declared a two-for-one stock split to shareholders of record on March 15, 1994 and authorized the repurchase of up to 12 million of the company's (pre-split) shares. This share-repurchase authorization runs through February 10, 1995. The company repurchased all of the six million shares available under a previous authorization.

Repurchases of 3M common stock totaled $706 million in 1993, compared with $247 million in 1992 and $240 million in 1991. Increased share repurchases in 1993 reduced the total number of shares outstanding by more than 4 million. Repurchases were made to support employee stock purchase plans and for other corporate purposes.

Future Outlook

Most economists expect slightly better global economic growth this year, with the improvement coming in the second half. This combined with continued emphasis on productivity improvement and new products should help our results; however, the pricing environment is likely to remain quite competitive and currency fluctuations could have a significant, negative effect on our results again this year.

Spending on research and development and capital equipment is expected to remain around 1993 levels. Employment levels should continue to decline slightly in 1994.

In 1992, the Financial Accounting Standards Board issued Statement No. 112, "Employers' Accounting for Postemployment Benefits." Postemployment benefits include, but are not limited to, disability, severance and health care benefits. 3M will adopt this standard in the first quarter of 1994. This adoption will have a diminimus effect on the company's results of operations.

Item 8. Financial Statements and Supplementary Data.

Index to Financial Statements

Reference (pages)

Form 10-K

Report of Independent Accountants

We have audited the consolidated financial statements and the financial statement schedules of Minnesota Mining and Manufacturing Company and subsidiaries (the company) as listed in Item 8 and Item 14(a) of this Form 10-K. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Minnesota Mining and Manufacturing Company and subsidiaries as of December 31, 1993 and 1992, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 1993 in conformity with generally accepted accounting principles. In addition, in our opinion, the financial statement schedules referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information required to be included therein.

As discussed in the Notes to the Financial Statements, the company changed the fiscal year-end of its international companies in 1992. The company also adopted in 1992 Statements of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," and No. 109, "Accounting for Income Taxes."

/s/COOPERS & LYBRAND

COOPERS & LYBRAND

St. Paul, Minnesota
February 14, 1994

<TABLE>
<CAPTION>

Consolidated Statement of Income

Minnesota Mining and Manufacturing Company and Subsidiaries

For the Years Ended December 31, 1993, 1992 and 1991

(Amounts in millions, except per-share data)

<S>
<C> <C> <C>

	1993	1992	1991
Net Sales	$14,020	$13,883	$13,340
Operating Expenses			
Cost of goods sold	8,529	8,346	8,058
Selling, general and administrative expenses	3,535	3,557	3,323
Legal settlement	---	(129)	---
Special charges	---	115	---
Total	12,064	11,889	11,381
Operating Income	1,956	1,994	1,959
Other Income and Expense			
Interest expense	50	76	97
Investment and other income - net	(96)	(29)	(15)

Total	(46)	47	82
Income Before Income Taxes, Minority Interest and Cumulative Effect of Accounting Changes	2,002	1,947	1,877
Provision for Income Taxes	707	687	691
Minority Interest	32	24	32
Income Before Cumulative Effect of Accounting Changes	1,263	1,236	1,154
Cumulative Effect of Accounting Changes	---	(3)	---
Net Income	$ 1,263	$ 1,233	$ 1,154
Per-Share Amounts:			
Income Before Cumulative Effect of Accounting Changes	$ 5.82	$ 5.65	$ 5.26
Cumulative Effect of Accounting Changes	---	(0.02)	---
Net Income	$ 5.82	$ 5.63	$ 5.26
Average Shares Outstanding	217.2	219.1	219.6

The accompanying Notes to Financial Statements are an integral part of this statement.

</TABLE>

<TABLE>
<CAPTION>
Consolidated Balance Sheet

Minnesota Mining and Manufacturing Company and Subsidiaries

As of December 31, 1993 and 1992	1993	1992
(Dollars in millions)		
<S>	<C>	<C>
Assets		
Current Assets		
Cash and cash equivalents	$ 274	$ 382
Other securities	382	340
Accounts receivable - net	2,610	2,394
Inventories	2,401	2,315
Other current assets	696	778

Total current assets	6,363	6,209
Investments	455	452
Property, Plant and Equipment - net	4,830	4,792
Other Assets	549	502
Total	$12,197	$11,955
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 878	$ 836
Payroll	331	310
Income taxes	290	299
Short-term debt	697	739
Other current liabilities	1,086	1,057
Total current liabilities	3,282	3,241
Other Liabilities	1,607	1,428
Long-Term Debt	796	687
Stockholders' Equity - net	6,512	6,599
Shares outstanding - 1993: 214,739,319; 1992: 219,034,050		
Total	$12,197	$11,955

The accompanying Notes to Financial Statements are an integral part of this statement.

</TABLE>

<TABLE>

<CAPTION>

Consolidated Statement of Cash Flows

Minnesota Mining and Manufacturing Company and Subsidiaries

<S> <C> <C> <C>

For the Years Ended December 31, 1993, 1992 and 1991 (Dollars in millions)	1993	1992*	1991
Cash Flows from Operating Activities			
Net income	$1,263	$1,233	$1,154
Adjustments to reconcile net income to net cash provided by operating activities:			

Legal settlement	129	(129)	---
Special charges	(29)	115	---
Cumulative effect of accounting changes-SFAS Nos. 106 and 109		103	---
Depreciation	976	1,004	884
Amortization	100	83	85
Deferred income taxes	(86)	(111)	(117)
Accounts receivable	(327)	(142)	(155)
Inventories	(161)	(78)	(21)
Other working capital changes	226	199	79
Net cash provided by operating activities	2,091	2,277	1,909
Cash Flows from Investing Activities			
Capital expenditures	(1,112)	(1,318)	(1,326)
Disposals of property, plant and equipment	53	78	76
Acquisitions and other investments	(71)	(59)	(35)
Proceeds from divestitures and investments	38	63	88
Net cash used in investing activities	(1,092)	(1,236)	(1,197)
Cash Flows from Financing Activities			
Net change in short-term debt	48	(83)	57
Repayment of long-term debt	(80)	(187)	(162)
Proceeds from long-term debt	150	139	140
Purchases of treasury stock	(706)	(247)	(240)
Reissuances of treasury stock	181	177	139
Payment of dividends	(721)	(701)	(685)
Other	- - ---	---	65
Net cash used in financing activities	(1,128)	(902)	(686)
Effect of exchange rate changes on cash	21	(15)	(62)
Net increase (decrease) in cash and cash equivalents	(108)	124	(36)
Cash and cash equivalents at beginning of year	382	258	294
Cash and cash equivalents at end of year	$ 274	$ 382	$ 258

*Includes cash flows of international companies for a 14-month period November 1, 1991 to December 31, 1992. See accounting changes note on page 20 for details.

The accompanying Notes to Financial Statements are an integral part of this statement.

</TABLE>

Notes to Financial Statements

Accounting Policies

Consolidation: All significant subsidiaries are consolidated. Unconsolidated subsidiaries and affiliates are included on the equity basis.

Cash and Cash Equivalents: Cash and cash equivalents consist of cash and temporary investments with maturities of three months or less when purchased.

Other Securities: Other securities consist of marketable securities and interest-bearing bank deposits with varied maturity dates. These securities are employed in the company's banking, captive insurance and cash management operations. The securities are stated at cost, which approximates fair value.

Inventories: Inventories are stated at lower of cost or market, with cost generally determined on a first-in, first-out basis.

Investments: Investments primarily include assets from captive insurance and banking operations and from venture capital investments. These investments are stated at cost, which approximates fair value.

Other Assets: Other assets include goodwill, patents, other intangibles, deferred taxes and other noncurrent assets. Other assets are periodically reviewed for impairment to ensure that they are appropriately valued. Goodwill is generally amortized on a straight-line basis over 10 years. Other intangible items are amortized on a straight-line basis over their estimated economic lives.

Deferred Income Taxes: Deferred income taxes arise from differences in basis for tax and financial-reporting purposes.

Revenue Recognition: Revenue is recognized upon shipment of goods to customers and upon performance of services.

Depreciation: Depreciation of property, plant and equipment is generally computed on a straight-line basis over the estimated useful lives of these assets.

Research and Development: Research and development costs are charged to operations as incurred and totaled $1.030 billion in 1993, $1.007 billion in 1992 and $914 million in 1991.

Foreign Currency Translation: Local currencies are generally considered the functional currencies outside the United States, except in countries with highly inflationary economies. Assets and liabilities are translated at year-end exchange rates for operations in local currency environments. Income and expense items are translated at average rates of exchange prevailing during the year. Translation adjustments are recorded as a component of stockholders' equity.

For operations in countries with highly inflationary economies, certain financial statement amounts are translated at historical exchange rates, with all other assets and liabilities translated at year-end exchange rates. These translation adjustments are reflected in the results of operations. They decreased net income by $12 million in 1993, increased net income by $10 million in 1992 and decreased net income by $6 million in 1991.

Accounting Changes

Effective January 1, 1992, 3M's international companies changed their reporting period from a fiscal year ending October 31 to a calendar year ending December 31. The change was made to aid worldwide business planning, increase efficiency and reflect the global nature of the company's business. The international companies' results of operations for the period November 1 to December 31, 1991, are shown in the 1992 Consolidated Statement of Income as a cumulative effect of an accounting change. The cash flows of the international companies for the 14-month period November 1, 1991, to December 31, 1992, are reflected in the 1992 Consolidated Statement of Cash Flows.

Effective January 1, 1992, the company adopted Statement of Financial Accounting Standards (SFAS) No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." This statement requires that the cost of providing postretirement benefits be accrued over an employee's service period. In implementing this standard, the company was required to accrue the unfunded obligation. The company had accrued and funded - under a different actuarial methodology - a substantial amount of these benefits since 1977. In implementing this standard, the company elected to record the transition obligation using the immediate recognition option.

Also effective January 1, 1992, the company adopted SFAS No. 109, "Accounting for Income Taxes." This statement requires an asset and liability approach for financial accounting and reporting of income taxes. Under this approach, deferred taxes are recognized for the estimated taxes ultimately payable or recoverable based on enacted tax law. Changes in enacted tax rates will be reflected in the tax provision as they occur.

Adoption of these accounting changes, in aggregate, did not have a material impact on 1992 results of operations.

The table below shows the components of the cumulative effect of accounting changes.

(Millions, except per-share data) 1992	Amount	Per Share

Cumulative effect of change in:		
Reporting period for international companies, net of $25 million in taxes (including tax benefits from revaluation of certain fixed assets in Italy)	$ 100	$ 0.46
Accounting for other postretirement benefits, net of $107 million in taxes	(183)	(0.84)
Accounting for income taxes	80	0.36
Total	$ (3)	$(0.02)

Legal Settlement and Special Charges

In December 1992, Johnson & Johnson agreed to pay 3M $129 million in settlement of a patent lawsuit involving 3M orthopedic casting materials. 3M received payment in January 1993.

In 1992, 3M recorded $115 million of special charges designed to enhance competitiveness and productivity. About 75 percent of these charges related to asset write-downs, including rationalization of manufacturing operations.

Supplemental Balance Sheet Information

(Millions)	1993	1992
Accounts receivable		
Accounts receivable	$ 2,730	$ 2,506
Less allowances	120	112
Accounts receivable - net	$ 2,610	$ 2,394
Inventories		
Finished goods	$ 1,246	$ 1,224
Work in process	604	586
Raw materials and supplies	551	505
Total inventories	$ 2,401	$ 2,315
Property, plant and equipment - at cost		
Land	$ 258	$ 241
Buildings and leasehold improvements	2,572	2,463
Machinery and equipment	8,305	7,732

Construction in progress	353	392
	$11,488	$10,828
Less accumulated depreciation	6,658	6,036
Property, plant and equipment - net	$ 4,830	$ 4,792
Short-term debt		
Commercial paper	$ 193	$ 165
Long-term debt - current portion	79	148
Other borrowings	425	426
Total short-term debt	$ 697	$ 739
Other current liabilities		
Deposits - banking operations	$ 291	$ 259
Other current liabilities	795	798
Total other current liabilities	$ 1,086	$ 1,057
Other liabilities		
Minority interest in subsidiaries	$ 376	$ 314
Nonpension postretirement benefits	386	366
Other liabilities	845	748
Total other liabilities	$ 1,607	$ 1,428

The carrying amount of short-term debt approximates fair value.

Deposits - banking operations - are primarily demand deposits and, as such, the carrying amount approximates fair value.

Leases

Rental expense under operating leases was $141 million in 1993, $140 million in 1992 and $141 million in 1991.
The table below sets forth minimum payments under operating leases with noncancelable terms in excess of one year as of year-end 1993.

(Millions)	1994	1995	1996	1997	1998	After 1998	Total

Minimum lease payments	$70	$53	$39	$21	$16	$88	$287

Long-Term Debt

Employee Stock Ownership Plan: In 1989, the company established an Employee Stock Ownership Plan (ESOP). The ESOP borrowed $548 million. Because the company has guaranteed repayment of the ESOP debt, the debt and related unearned compensation are recorded on the Consolidated Balance Sheet.

Medium-Term Notes: 3M maintains a shelf registration with the Securities and Exchange Commission that provides the means to offer medium-term notes not to exceed $601 million. As of December 31, 1993, $502 million was available for future financial needs. The company entered into interest rate swap agreements to achieve variable interest rates below U.S. commercial paper rates for notes outstanding. The effective rate of these agreements approximated 2.5 percent at year-end 1993.

Other Borrowings: These are primarily borrowings of 3M's international companies and municipal bond issues in the United States. Interest rates range mainly from 2.3 to 11.0 percent.

(Millions)	1993	1992
ESOP debt guarantee, 8.13-8.27%, due 1995-2004	$469	$490
Eurobond, 4.81%, due 1998	114	- - ---
Medium-term notes, due 1995	75	115
Other borrowings, due 1995-2025	138	82
Total long-term debt	$796	$687

Maturities of long-term debt for the next five years are as follows: 1994, $79 million; 1995, $168 million; 1996, $44 million; 1997, $41 million; and 1998, $159 million.

Interest payments included in the Consolidated Statement of Cash Flows totaled $53 million in 1993, $88 million in 1992 and $118 million in 1991. For the calendar year 1992, interest payments were $79 million.

The company estimates that the fair value of long-term debt is not materially different than the carrying amount of this debt.

Other Financial Instruments

The company has entered into interest rate and currency swaps, as well as forward interest rate agreements, with face amounts of $605 million and $308 million, respectively, as of December 31, 1993, and 1992. The company uses

these instruments to manage risk from interest rate and currency fluctuations and to lower its cost of borrowing. The unrealized gains and losses are deferred until the underlying transactions are realized. As of December 31,

1993, the unrealized gains and losses were not material.
The company also had foreign exchange forward and option contracts with face amounts of $704 million and $785 million, respectively, at December 31, 1993, and 1992. The company uses these financial instruments primarily to hedge transactions denominated in foreign currencies, thereby reducing risk from exchange rate fluctuations in the regular course of its global business. The net unrealized gain on these contracts as of December 31, 1993, was not material.

Income Taxes

Income Before Income Taxes

(Millions)	1993	1992	1991
U.S.	$1,390	$1,301	$1,136
International	612	646	741
Total	$2,002	$1,947	

$1,877

Provision for Income Taxes

(Millions)	1993	1992	1991
Currently payable			
Federal	$430	$371	$396
State	74	78	74
International	292	339	343
Deferred			
Federal	(66)	(63)	(110)
State	(5)	(6)	(9)
International	(18)	(32)	(3)
Total	$707	$687	$691

Net deferred tax assets totaled $439 million ($293 million current) and net deferred tax liabilities totaled $98 million ($6 million current) at year-end 1993. The major components of deferred taxes include benefit costs not currently deductible of $336 million and accelerated depreciation for tax purposes of $362 million.

Income tax payments included in the Consolidated Statement of Cash Flows totaled $802 million in 1993, $743 million in 1992 and $867 million in 1991. For calendar year 1992, income tax payments were $714 million.

At December 31, 1993, there were approximately $2.850 billion of retained earnings attributable to our international companies that are considered to be permanently invested. No provision has been made for taxes that might be payable if these earnings were remitted to the United States. It is not practical to determine the amount of incremental tax that might arise should these earnings be remitted.

<TABLE>
<CAPTION>

Reconciliation of Effective Income Tax Rate	1993	1992	1991
<S>	<C>	<C>	<C>
Statutory U.S. tax rate	35.0%	34.0%	34.0%
State income taxes - net	2.2	2.5	2.3
International taxes	3.0	4.4	4.7
All other - net	(4.9)	(5.6)	(4.2)
Effective worldwide tax rate	35.3%	35.3%	36.8%

</TABLE>

<TABLE>
[TEXT]

Stockholders' Equity
Common stock, without par value, of 500,000,000 shares is authorized, with 236,008,264 shares issued in 1993, 1992 and 1991. Treasury shares at year-end totaled 21,268,945 in 1993, 16,974,214 in 1992 and 16,867,905 in 1991. This stock is reported at cost. Preferred stock, without par value, of 10,000,000 shares is authorized but unissued. A two-for-one stock split will be distributed on or aboutApril 8, 1994to shareholders of recordon March 15,1994.

<CAPTION>

(Dollars in millions)	Common Stock	Retained Earnings	Cumulative Translation	ESOP Unearned Compensation	Treasury Stock	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Balance, December 31, 1990	$296	$7,106	$ 175	$(530)	$ (937)	$6,110
Net income		1,154				1,154
Dividends paid ($3.12 per share)		(685)				(685)
Reacquired stock (2,733,416 shares)					(240)	(240)
Issuances pursuant to stock option and benefit plans (2,040,372 shares)		(39)			178	139
Amortization of unearned compensation				14		14
Translation adjustments			(199)			(199)
Balance, December 31, 1991	$296	$7,536	$ (24)	$(516)	$ (999)	$6,293
Net income		1,233				1,233
Dividends paid ($3.20 per share)		(701)				(701)
Reacquired stock (2,561,689 shares)					(247)	(247)
Issuances pursuant to stock option and benefit plans (2,455,380 shares)		(56)			233	177
Amortization of unearned compensation				18		18
Translation adjustments			(174)			(174)
Balance, December 31, 1992	$296	$8,012	$(198)	$(498)	$(1,013)	$6,599
Net income		1,263				1,263
Dividends paid ($3.32 per share)		(721)				(721)
Reacquired stock (6,580,868 shares)					(706)	(706)
Issuances pursuant to stock option and benefit plans (2,286,137 shares)		(54)			245	191
Amortization of unearned compensation				19		19
Translation adjustments						

(133) (133)

Balance, December 31, 1993	$296	$8,500	$(331)	$(479)	$(1,474)	$6,512

</TABLE>

<TABLE>
[TEXT]

Business Sectors

Financial information relating to the company's business sectors for the years ended December 31, 1993, 1992 and 1991 appears below. 3M is an integrated enterprise characterized by substantial intersector cooperation, cost allocations and inventory transfers. Therefore, management does not represent that these sectors, if operated independently, could earn the operating income shown.

<CAPTION>

(Millions)		Industrial and Consumer	Information, Imaging and Electronic	Life Sciences	Eliminations and Other	Total Company
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Net Sales	1993	$5,350	$4,520	$4,132	$ 18	$14,020
	1992	5,215	4,599	4,026	43	13,883
	1991	5,003	4,544	3,748	45	13,340
Operating Income	1993	849	271	846	(10)	1,956
	1992<F1>	826	238	926	4	1,994
	1991	852	383	769	(45)	1,959
Identifiable Assets<F2>	1993	3,776	3,460	2,854	144	10,234
	1992	3,734	3,264	2,712	172	9,882
	1991	3,592	3,414	2,603	127	9,736
Depreciation	1993	341	366	249	20	976
	1992<F3>	323	356	238	33	950
	1991	307	329	224	24	884
Capital Expenditures	1993	399	388	327	(2)	1,112
	1992<F3>	437	444	327	17	1,225
	1991	462	477	369	18	1,326

<FN>

<F1>1 Includes a legal settlement that increased operating income for the Life Sciences Sector by $129 million. Also includes special charges of $115 million, of which$81 millionwas in theInformation, Imaging

andElectronic
Sector.
<F2>2 Excludes certaincorporate assets,primarilycash andcash equivalents,other securities, deferred income taxes, certain other current assets and investments.
<F3>3 Excludes $93 millionof capitalexpenditures and $54million ofdepreciation for international companies from November 1 to December 31, 1991. See accounting changes note on page 20 for details.

</TABLE>

<TABLE>
[TEXT]

Geographic Areas

Information in the table below is presented on the same basis as utilized by the Company to manage the business. Export sales and certain income and expense items are reported in the geographic area where the final sale to customers is made rather than where the transaction originates.

<CAPTION>

<S> <C> <C> <C> <C> <C> <C> <C>

(Millions)		United States	Europe	Asia Pacific	Other Areas<F1>	Eliminations	Total Company
Net Sales to	1993	$7,126	$3,646	$2,154	$1,094		$14,020
Customers	1992	6,922	4,068	1,847	1,046		13,883
	1991	6,738	3,889	1,718	995		13,340
Transfers	1993	1,393	172	28	146	$(1,739)	---
Between	1992	1,273	176	31	119	(1,599)	---
Geographic Areas	1991	1,135	156	37	105	(1,433)	---
Operating	1993	940	376	429	211		1,956
Income	1992<F2>	945	489	368	192		1,994
	1991	802	618	362	177		1,959
Identifiable<F3>	1993	5,875	2,633	1,531	710	(515)	10,234
Assets	1992	5,634	2,824	1,333	660	(569)	9,882
	1991	5,548	2,912	1,214	555	(493)	9,736

<FN>
<F1>1 Includes Canada, Latin America and Africa.
<F2>2 Includesa legal settlement that increased operating income in the United Statesby $129 million. Also includesspecial charges of $115 million, of which $74 million was in Europe.
<F3>3 Excludescertain corporateassets, primarilycash andcash equivalents,other securities, deferred income taxes, certain other current assets and

investments.

[TEXT]

At year-end,net assetsof companiesoutside the UnitedStates totaled$2.963 billion in 1993, $2.998 billion in 1992 and $2.835 billion in 1991.

In1993, thecompany changed thebasis ofpresenting exportsales and certain income andexpense items in theabove table. Operating income in1993 under the prior methodology would have been $1,341 million, $205 million, $277 million and $133 million, respectively.

</TABLE>

Retirement Plans

3M has various company-sponsored retirement plans covering substantially all U.S. employees and many employees outside the United States. Pension benefits are based principally on an employee's years of service and compensation near retirement. Plan assets are invested in common stocks, fixed-income securities, real estate and other investments.

The company's funding policy is to deposit with an independent trustee amounts at least equal to those required by law. A trust fund is maintained to provide pension benefits to plan participants and their beneficiaries. In addition, a number of plans are maintained by deposits with insurance companies.

The charge to income relating to these plans was $203 million in 1993, $178 million in 1992 and $133 million in 1991.

<TABLE>
<CAPTION>

<S> <C> <C> <C> <C> <C> <C>

Net Pension Cost	U.S. Plan			International Plans		
(Millions)	1993	1992	1991	1993	1992	1991
Service cost (employee benefits earned during the year)	$ 110	$ 108	$ 89	$ 86	$73	$65
Interest cost on projected benefit obligation	276	252	228	80	78	73
Return on assets - actual	(430)	(221)	(602)	(185)	(73)	(112)
Net amortization and deferral	154	(38)	347	112	(1)	45
Net pension cost	$ 110	$ 101	$ 62	$ 93	$77	$71
Assumptions:						
Discount rate at year-end	7.25%	8.00%	8.00%	7.26%	7.91%	8.07%
Rate of increase in compensation levels	5.00%	6.25%	6.25%	5.31%	6.40%	6.60%
Long-term rate of return on assets	9.00%	9.00%	9.00%	7.64%	8.23%	8.44%

Funded Status of Pension Plans   U.S. Plan   International Plans

(Millions)	1993	1992	1993	1992
Actuarial present value of:				
Vested benefit obligation	$2,797	$2,490	$ 875	$790
Non-vested benefit obligation	435	372	65	58
Accumulated benefit obligation	$3,232	$2,862	$ 940	$848
Projected benefit obligation	$3,921	$3,442	$1,279	$1,179
Plan assets at fair value	3,473	3,141	1,207	996
Plan assets less than the projected benefit obligation	$ (448)	$ (301)	$ (72)	$(183)
Unrecognized net transition asset	(224)	(261)	10	10
Other adjustments and unrecognized items	492	435	(16)	80
Accrued pension expense recognized in the Consolidated Balance Sheet	$ (180)	$ (127)	$ (78)	$(93)

</TABLE>

Other Postretirement Benefits

The company provides health care and life insurance benefits for substantially all of its U.S. employees who reach retirement age while employed by the company. The company has set aside funds with an independent trustee for these postretirement benefits and makes periodic contributions to the plan. The assets held by the trustee are invested in common stocks and fixed-income securities. Employees outside the United States are covered principally by government-sponsored plans and the cost of company-provided plans for these employees is not material.

The table below sets forth the components of the net periodic postretirement benefit cost and a reconciliation of the funded status of the postretirement benefit plan for U.S. employees.

Net Periodic Postretirement Benefit Cost

(Millions)	1993	1992
Service cost	$ 23	$ 21
Interest cost	53	49
Return on plan assets - actual	(23)	(20)
Net amortization and deferral	1	---
Total	$ 54	$ 50

Funded Status of Postretirement Benefits Plan

(Millions)	1993	1992
Fair value of plan assets	$335	$314
Accumulated postretirement benefit obligation:		
Retirees	248	193
Fully eligible active plan participants	153	139
Other active plan participants	378	348
Benefit obligation	779	680
Plan assets less benefit obligation	(444)	(366)
Adjustments and unrecognized items	58	---
Accrued postretirement expense recognized in the Consolidated Balance Sheet	$(386)	$(366)

The accumulated postretirement benefit obligation and related benefit cost are determined through the application of relevant actuarial assumptions. The company anticipates its health care cost trend rate to slow from 7.5 percent in 1994 to 5.0 percent in 2003, after which the trend rate is expected to stabilize. The effect of a one percentage point increase in the assumed health care cost trend rate for each future year would increase the benefit obligation by $57 million and the current year benefit expense by $4 million. Other actuarial assumptions include an expected long-term rate of return on plan assets of 9.0 percent (before taxes applicable to a portion of the return on plan assets), and a discount rate of 7.25 percent.

The charge to income relating to these plans was $54 million in 1993, $50 million in 1992 and $51 million in 1991.

Other Postemployment Benefits

In 1992, the Financial Accounting Standards Board issued Statement No. 112, "Employers' Accounting for Postemployment Benefits." Postemployment benefits include, but are not limited to, disability, severance and health care benefits. 3M will adopt this standard in the first quarter of 1994. This adoption will have a diminimus effect on the company's results of operations.

Employee Stock Ownership Plan

The company maintains an Employee Stock Ownership Plan (ESOP) for substantially all full-time U.S. employees. This plan was established in 1989 as a cost-effective way of funding certain employee retirement savings benefits, including the company's matching contributions under its 401(k) employee savings plan. The ESOP borrowed $548 million and used the proceeds to purchase 7.7 million shares of the company's common stock, previously held in treasury. The debt is being serviced by dividends on stock held by the ESOP and by company contributions. These contributions are reported as a benefit expense.

Employee Savings Plan

The company sponsors an employee savings plan under Section 401(k) of the Internal Revenue Code. This plan covers substantially all full-time U.S. employees. The company matches employee contributions of up to 6 percent of compensation at rates ranging from 35 to 85 percent, depending upon company performance. Amounts charged against income were $29 million in 1993 and 1992, and $28 million in 1991.

General Employees' Stock Purchase Plan

Participants in the General Employees' Stock Purchase Plan are granted options at 85 percent of market value at the date of grant. At December 31, 1993, there were 23,216 participants in the plan, with 58,058 employees eligible to participate. Options must be exercised within 27 months from date of grant.

	Shares	Price Range
Under Option- January 1, 1993	223,179	$66.94-88.30
Granted	818,005	83.57-96.59
Exercised	(777,102)	66.94-96.59
Cancelled	(27,633)	66.94-96.59
Under Option- December 31, 1993	236,449	$73.90-96.59
Shares available for grant- December 31, 1993	8,803,215	

Management Stock Ownership Program

Management stock options are granted at market value at the date of grant. At December 31, 1993, there were 4,238 participants in the plan. All outstanding options expire between May 1994 and May 2003.

	Shares	Price Range
Under Option- January 1, 1993	9,400,910	$38.73-103.60
Granted	2,138,014	97.85-116.15
Exercised	(1,361,733)	38.73-103.60
Cancelled	(85,844)	38.73-113.25
Under Option- December 31, 1993	10,091,347	$38.73-116.15
Options Exercisable- December 31, 1993	8,133,231	$38.73-115.45
Shares available for grant- December 31, 1993	10,869,705	

Quarterly Data (Unaudited)

(Millions, except per-share data)	First	Second	Third	Fourth	Year
Net Sales					
1993	$3,517	$3,540	$3,481	$3,482	$14,020
1992	3,438	3,519	3,551	3,375	13,883
Cost of Goods Sold					
1993	$2,112	$2,131	$2,167	$2,119	$8,529
1992	2,058	2,115	2,134	2,039	8,346
Income Before Cumulative Effect of Accounting Changes					
1993	$330	$331	$316	$286	$1,263
1992	306	317	324	289<F1>	1,236<F1>
Per Share					
1993	$1.51	$1.51	$1.47	$1.33	$5.82
1992	1.40	1.45	1.48	1.32<F1>	5.65<F1>
Net Income					
1993	$330	$331	$316	$286	$1,263
1992	303	317	324	289<F1>	1,233<F1>
Per Share					
1993	$1.51	$1.51	$1.47	$1.33	$5.82
1992	1.38	1.45	1.48	1.32<F1>	5.63<F1>
Stock Price Comparisons (New York Stock Exchange Composite Transactions)					
1993 High	$111.75	$117.00	$111.25	$113.50	$117.00
Low	97.25	104.88	102.25	101.50	97.25
1992 High	98.75	97.38	103.75	107.00	107.00
Low	87.38	85.50	95.75	97.00	85.50

[FN]
<F1> 1 Includes a legal settlement and special charges, which together added $9 million, or 4 cents a share, to net income.

Item 9. Disagreements on Accounting and Financial Disclosure.

None.

PART III

Item 10. Directors and Executive Officers of the Registrant.

Item 11. Executive Compensation.

Item 12. Security Ownership of Certain Beneficial Owners and Management.

Item 13. Certain Relationships and Related Transactions.

The information called for by Items 10 through 13 are omitted pursuant to general instruction G(3). The registrant will file with the Commission a definitive proxy statement pursuant to Regulation 14A before April 30, 1994.

PART IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.

(a) The financial statements filed as part of this report are listed in the index to financial statements on page 14.

Index to Financial Statements Schedules

Reference(pages)

Form 10-K

____

Financial Statement Schedules for the years ended December 31, 1993, 1992 and 1991:

All other schedules are omitted because of the absence of the conditions under which they are required or because the required information is included in the financial statements or the notes thereto.

(b) Reports on Form 8-K:

3M was not required to file any reports on Form 8-K for the quarter ended December 31, 1993.

(c) Exhibits:

Incorporated by Reference:

	Incorporated by Reference in the Report From
(3) Restated certificate of incorporation and bylaws, amended to and including amendments of May 12, 1987.	Exhibit (3) to Report Form 10-Q for period ended June 30,

1987.

(4) Instruments defining the rights of security holders, including debentures:

(a) common stock. — Exhibit (3) above

(b) medium term notes. — Registration Nos. 33-29329 and 33-48089 on Form S-3.

(10) Management contracts, management remuneration:

(a) management stock ownership program. — Exhibit 4 of Registration No. 33-49842 on Form S-8

(b) profit sharing plan, performance unit plan and other compensation arrangements. — Written description contained in issuer's proxy statement for the 1994 annual shareholders meeting.

	Reference (pages) Form 10-K
Submitted herewith:	
(11) Computation of per share earnings.	36
(12) Calculation of ratio of earnings to fixed charges.	37
(22) Subsidiaries of the registrant.	38
(24) Consent of experts.	39
(25) Power of attorney.	40

<TABLE>
<CAPTION>

MINNESOTA MINING AND MANUFACTURING COMPANY

AND CONSOLIDATED SUBSIDIARIES

SCHEDULES

(Dollars in Millions)

SCHEDULE V

PROPERTY, PLANT AND EQUIPMENT

COLUMN A	COLUMN B	COLUMN C	COLUMN D	COLUMN E	COLUMN F
CLASSIFICATION	BALANCE AT BEGINNING OF YEAR	ADDITIONS AT COST	RETIREMENTS	OTHER CHANGES*	BALANCE AT END OF YEAR

<S> <C> <C> <C> <C> <C>

For the Year Ended December 31, 1993:					
Land	$ 241	$ 18	$ 4	$ 3	$ 258
Buildings and Leasehold Improvements	2,463	145	24	(12)	2,572
Machinery and Equipment	7,732	988	330	(85)	8,305
Construction in Progress............	392	(39) **	---	---	353
Total	$10,828	$ 1,112	$ 358	$ (94)	$11,488
For the Year Ended December 31, 1992:					
Land	$ 196	$ 20	$ 2	$ 27	$ 241
Buildings and Leasehold Improvements	2,250	261	21	(27)	2,463
Machinery and Equipment	7,182	1,078	387	(141)	7,732
Construction in Progress	452	(41)**	-	(19)	392
Total	$10,080	$ 1,318 ***	$ 410	$ (160)	$10,828
For the Year Ended December 31, 1991:					
Land	$ 189	$ 11	$ 2	$ (2)	$ 196
Buildings and Leasehold Improvements	2,031	274	22	(33)	2,250
Machinery and Equipment	6,708	1,026	403	(149)	7,182
Construction in Progress	455	15**	1	(17)	452
Total	$ 9,383	$ 1,326	$ 428	$ (201)	$10,080

*Translation adjustments, acquisitions, and transfers between accounts.
**Net increase (decrease) in construction in progress.
***Includes $93 million of capital expenditures for the international companies from November 1 to December 31, 1991.

Included in the retirements column are asset write-downs relating to special charges.
</TABLE>

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MINNESOTA MINING AND MANUFACTURING COMPANY

AND CONSOLIDATED SUBSIDIARIES

SCHEDULES

(Dollars in Millions)

SCHEDULE VI

ACCUMULATED DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT

COLUMN A COLUMN B COLUMN C COLUMN D COLUMN E COLUMN F
BALANCE AT

CLASSIFICATION	BALANCE BEGINNING OF YEAR	ADDITIONS CHARGED TO EXPENSE	RETIREMENTS	OTHER CHANGES*	BALANCE AT END OF YEAR
<S>	<C>	<C>	<C>	<C>	<C>
For the Year Ended December 31, 1993:					
Buildings and Leasehold Improvements	$ 1,034	$ 121	$ 15	$ (5)	$ 1,135
Machinery and Equipment	5,002	855	289	(45)	5,523
Total	$ 6,036	$ 976	$ 304	$ (50)	$ 6,658
For the Year Ended December 31, 1992:					
Buildings and Leasehold Improvements	$ 934	$ 122	$ 15	$ (7)	$ 1,034
Machinery and Equipment	4,480	882	293	(67)	5,002
Total	$ 5,414	$ 1,004**	$ 308	$ (74)	$ 6,036
For the Year Ended December 31, 1991:					
Buildings and Leasehold Improvements	$ 866	$ 98	$ 13	$ (17)	$ 934
Machinery and Equipment	4,128	786	333	(101)	4,480
Total	$ 4,994	$ 884	$ 346	$ (118)	$ 5,414

* Translation adjustments and transfers between accounts.
** Includes $54 million of depreciation for the international companies from November 1 to December 31, 1991.
NOTE: Estimated useful lives range from two to forty years.

</TABLE>

<TABLE>
<CAPTION>

MINNESOTA MINING AND MANUFACTURING COMPANY

AND CONSOLIDATED SUBSIDIARIES

SCHEDULES

(Dollars in Millions)

SCHEDULE IX

SHORT-TERM BORROWINGS*

COLUMN A	COLUMN B	COLUMN C	COLUMN D	COLUMN E	COLUMN F
DESCRIPTION	BALANCE AT END OF PERIOD	WEIGHTED AVERAGE INTEREST RATE	MAXIMUM MONTH-END BALANCE OUTSTANDING DURING THE PERIOD	AVERAGE AMOUNT OUTSTANDING DURING THE PERIOD**	WEIGHTED AVERAGE INTEREST RATE DURING THE PERIOD***
<S>	<C>	<C>	<C>	<C>	<C>
1993: Short-Term Debt (U.S.)..	$317	3.5%			

			$510	$326	3.9%
Short-Term Debt (International)..	$301	7.4%	$446	$245	7.2%
1992: Short-Term Debt (U.S.)	$189	4.5%	$387	$278	4.4%
Short-Term Debt (International)****..	$402	6.5%	$514	$326	11.6%
1991: Short-Term Debt (U.S.)	$229	4.6%	$470	$287	6.1%
Short-Term Debt (International)..	$343	11.6%	$407	$345	10.7%

The company does not maintain formal lines of credit, however, the company believes it has sufficient borrowing sources should the need arise.

* Excluding current portion of long-term debt.
** Average of month-end balances outstanding during each year.
*** Interest expense for the year on short-term borrowings divided by average short-term borrowings outstanding during the year.
**** Includes short-term borrowings for international companies for the 14-month period November 1, 1991 to December 31, 1992.
</TABLE>
[TEXT]

SCHEDULE X

SUPPLEMENTARY INCOME STATEMENT INFORMATION

COLUMN A	COLUMN B		
	CHARGED TO COSTS AND EXPENSES		
ITEM	1993	1992*	1991
Maintenance and Repairs	$463	$456	$420
Advertising Costs	$161	$172	$152

* Includes expenses for the 12-month period ending December 31, 1992.

<TABLE>

EXHIBIT 11

MINNESOTA MINING AND MANUFACTURING COMPANY

AND CONSOLIDATED SUBSIDIARIES

EARNINGS PER SHARE OF COMMON STOCK

<CAPTION>

Year ended December 31	1993	1992	1991
(Millions)			
<S>	<C>	<C>	<C>
Income before cumulative effect of accounting changes	$1,263	$1,236	$1,154
Cumulative effect of accounting changes	--	(3)	--
Net income	$1,263	$1,233	$1,154
Primary earnings per share:			
Income before cumulative effect of accounting changes	$5.82	$5.65	$5.26
Cumulative effect of accounting changes	--	(.02)	--
Earnings per share	$5.82	$5.63	$5.26
Weighted average number of common shares outstanding	217,156,197	219,086,868	219,571,565
Fully diluted earnings per share: <F1>			
Income before cumulative effect of accounting changes	$5.76	$5.58	$5.20
Cumulative effect of accounting changes	--	(.01)	--
Earnings per share	$5.76	$5.57	$5.20
Weighted average number of common shares outstanding	217,156,197	219,086,868	219,571,565
Common equivalent shares	2,165,871	2,126,997	2,283,872
Average number of common shares outstanding and equivalents	219,322,068	221,213,865	221,855,437

[TEXT]
Primary earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for each period. The calculation excludes the effect of common equivalent shares resulting from stock options using the treasury stock method as the effect would not be

material.

Fully diluted earnings per share are computed based on the weighted average number of common shares and common equivalent shares outstanding for each period.

<FN>

<F1> (1) This calculation is submitted in accordance with Regulation S-K item 601(b)(11) although not required by APB Opinion No. 15 because it results in dilution of less than 3%.

</TABLE>

<TABLE>

EXHIBIT 12

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES
(Dollars in millions)

<CAPTION>

	1993	1992	1991	1990	1989
EARNINGS					
<S>	<C>	<C>	<C>	<C>	<C>
Income Before Income Taxes, Minority Interest and Cumulative Effect of Accounting Changes	$2,002	$1,947	$1,877	$2,135	$2,099
Add:					
Interest on debt	50	76	97	98	98
Interest component of the ESOP benefit expense	41	42	44	45	---
Portion of rent under operating leases representative of the interest component	47	47	47	44	35
Less:					
Equity in undistributed income of 20-50% owned companies	--	(1)	(6)	1	4
TOTAL EARNINGS AVAILABLE FOR FIXED CHARGES	$2,140	$2,113	$2,071	$2,321	$2,228
FIXED CHARGES					
Interest on debt	50	76	97	98	98
Interest component of the ESOP benefit expense	41	42	44	45	---
Portion of rent under operating leases representative of the interest component	47	47	47	44	35
TOTAL FIXED CHARGES	$ 138	$ 165	$ 188	$ 187	$ 133
RATIO OF EARNINGS TO FIXED CHARGES	15.51	12.81	11.02	12.42	16.75

</TABLE>

<TABLE>

EXHIBIT 22

MINNESOTA MINING AND MANUFACTURING COMPANY

AND CONSOLIDATED SUBSIDIARIES

PARENT AND SUBSIDIARIES

<CAPTION>

Name of Company	Organized Under Laws of	Percentage of Voting Securities Beneficially Owned by Registrant
Registrant:		
<S>	<C>	<C>
Minnesota Mining and Manufacturing Company	Delaware	
Consolidated subsidiaries of the registrant:		
Eastern Heights State Bank of Saint Paul	Minnesota	99
Media Networks, Inc.	Delaware	100
National Advertising Company	Delaware	100
3M Unitek Corporation	California	100
3M Argentina S.A.C.I.F.I.A.	Argentina	100
3M Australia Pty. Limited	Australia	100
3M Oesterreich GmbH	Austria	100
3M Belgium S.A./N.V.	Belgium	100
Seaside Insurance Limited	Bermuda	100
3M do Brasil Limitada	Brazil	100
3M Canada Inc.	Canada	100
3M A/S	Denmark	100
Suomen 3M Oy	Finland	100
3M France, S.A.	France	100
3M Deutschland GmbH	Germany	100
3M Hong Kong Limited	Hong Kong	100
3M Italia Finanziaria S.p.A.	Italy	100
Sumitomo 3M Limited	Japan	50
3M Health Care Limited	Japan	75
3M Korea Limited	Korea	60
3M Mexico, S.A. de C.V.	Mexico	100
Distribution Services International B.V.	Netherlands	100
3M Nederland B.V.	Netherlands	100
3M (New Zealand) Limited	New Zealand	100
3M Norge A/S	Norway	100
3M Puerto Rico, Inc.	Puerto Rico	100
3M Singapore Private Limited		

	Singapore	100
3M South Africa (Proprietary) Limited	South Africa	100
3M Espana, S.A.	Spain	100
3M Svenska AB	Sweden	100
3M (East) A.G.	Switzerland	100
3M (Schweiz) A.G.	Switzerland	100
3M Taiwan Limited	Taiwan	100
3M Thailand Limited	Thailand	100
3M United Kingdom P.L.C.	United Kingdom	100
3M Venezuela, S.A.	Venezuela	100

NOTE: Subsidiary companies excluded from the above listing, if considered in the aggregate, would not constitute a significant subs

</TABLE>

EXHIBIT 24

CONSENT TO INCORPORATION BY REFERENCE

We consent to the incorporation by reference in the Registration Statements of Minnesota Mining and Manufacturing Company on Form S-8 (Registration Nos. 33-14791, 33-48690, 33-49842, and 2-78422) and Form S-3 (Registration Nos. 33-29329 and 33-48089), of our report dated February 14, 1994, on the audits of the consolidated financial statements and financial statement schedules of Minnesota Mining and Manufacturing Company and subsidiaries as of December 31, 1993 and 1992 and for each of the three years in the period ended December 31, 1993, which report is included in this Annual Report on Form 10-K.

/s/COOPERS & LYBRAND

COOPERS & LYBRAND

St. Paul, Minnesota
March 7, 1994

EXHIBIT 25

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That the undersigned directors and the Principal Financial and Accounting Officer of MINNESOTA MINING AND MANUFACTURING COMPANY, a Delaware corporation, hereby constitute and appoint Livio D. DeSimone, Giulio Agostini, Dwight A. Peterson, John J. Ursu, Arlo D. Levi, and Roger P. Smith, or any of them, their true and lawful attorneys-in-fact and agents, and each of them with full power to act without the others, for them and in their name, place, and stead, in any and all capacities, to do any and all acts and things and execute any and all instruments which said attorneys and agents may deem necessary or desirable to enable MINNESOTA MINING AND MANUFACTURING COMPANY to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with said Commission of its annual report Form 10-K for the fiscal year ended December 31, 1993, including specifically, but without limiting the generality of the foregoing, power and authority to sign the name of MINNESOTA MINING AND MANUFACTURING COMPANY, and the names of the undersigned directors and Principal Financial and Accounting Officer to the Form 10-K and to any instruments and documents filed as part of or in connection with said Form 10-K or amendments thereto; and the undersigned hereby ratify and confirm all that said attorneys and agents shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have subscribed these presents this 14th day of February, 1994.

/s/Livio D. Desimone
Livio D. DeSimone, Chairman of the Board and Chief Executive Officer, Director

/s/Giulio Agostini
Giulio Agostini
Senior Vice President
Principal Financial Officer
Principal Accounting Officer

/s/Lawrence E. Eaton
Lawrence E. Eaton, Director

/s/Rozanne L. Ridgway
Rozanne L. Ridgway, Director

/s/Harry A.Hammerly
Harry A. Hammerly, Director

/s/Jerry E. Robertson
Jerry E. Robertson, Director

/s/Allen F.Jacobson
Allen F. Jacobson, Director

/s/Frank Shrontz
Frank Shrontz, Director

/s/Ronald A. Mitsch
Ronald A. Mitsch, Director

/s/F. Alan Smith
F. Alan Smith, Director

/s/Allen E. Murray

/s/Louis W. Sullivan

Allen E. Murray, Director Louis W. Sullivan, Director

/s/Aulana L. Peters
Aulana L. Peters, Director

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MINNESOTA MINING AND MANUFACTURING COMPANY

By /s/Giulio Agostini
Giulio Agostini, Senior Vice President - Finance and
Office Administration
Principal Financial and Accounting Officer
March 7, 1994

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 7, 1994.

Signature	Title
LIVIO D. DeSIMONE	Chairman of the Board and Chief Executive Officer, Director
LAWRENCE E. EATON	Director
HARRY A. HAMMERLY	Director
ALLEN F. JACOBSON	Director
RONALD A. MITSCH	Director
ALLEN E. MURRAY	Director
AULANA L. PETERS	Director
ROZANNE L. RIDGWAY	Director
JERRY E. ROBERTSON	Director
FRANK SHRONTZ	Director
F. ALAN SMITH	Director
LOUIS W. SULLIVAN	Director

Arlo D. Levi, by signing his name hereto, does hereby sign this document pursuant to powers of attorney duly executed by the other persons named, filed with the Securities and Exchange Commission on behalf of such other persons, all in the capacities and on the date stated, such persons constituting a majority of the directors of the company.

By /s/Arlo D. Levi
Arlo D. Levi, Attorney-in-Fact