

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter ended June 30, 1994
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

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 . No .

On June 30, 1994, there were 422,518,064 shares of the Registrant's common stock outstanding.

This document contains 20 pages.

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

PART I. FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF INCOME
(Amounts in millions, except per-share data)
(Unaudited)

	Three months ended		Six months ended	
	June 30		June 30	
	1994	1993	1994	1993
Net Sales	\$3,772	\$3,540	\$7,404	\$7,057
Operating Expenses				
Cost of goods sold	2,247	2,131	4,415	4,243
Selling, general and administrative expenses	955	893	1,870	1,768
Total	3,202	3,024	6,285	6,011
Operating Income	570	516	1,119	1,046
Other Income and Expense				
Interest expense	21	15	38	26
Investment and other income - net	(11)	(21)	(16)	(30)
Implant litigation - net	--	--	35	--
Total	10	(6)	57	(4)
Income Before Income Taxes and Minority Interest	560	522	1,062	1,050
Provision for Income Taxes	201	184	382	372
Minority Interest	16	7	31	17
Net Income	\$ 343	\$ 331	\$ 649	\$ 661
Average Number of Common Shares Outstanding	422.9	436.4	425.0	436.9
Earnings Per Share	\$.81	\$.76	\$ 1.53	\$ 1.51

Cash dividends declared and paid per share	\$.440	\$.415	\$.880	\$.830
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Share and per-share data reflect the two-for-one stock split effective March 15, 1994.

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

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Dollars in millions)

	June 30, 1994 (Unaudited)	December 31, 1993
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 309	\$ 274
Other securities	170	382
Accounts receivable - net	2,976	2,610
Inventories		
Finished goods	1,380	1,246
Work in process	653	604
Raw materials and supplies	545	551
Total inventories	2,578	2,401
Other current assets	769	696
Total current assets	6,802	6,363
Investments	507	455
Property, Plant and Equipment	12,158	11,488
Less accumulated depreciation	(7,197)	(6,658)
Property, plant and equipment - net	4,961	4,830
Other Assets	894	549
Total	\$13,164	\$12,197
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 905	\$ 878
Income taxes	184	290
Short-term debt	852	697
Other current liabilities	1,471	1,417
Total current liabilities	3,412	3,282
Other Liabilities	2,233	1,607
Long-term Debt	951	796
Stockholders' Equity		
Common stock, no par, 472,016,528 shares issued	296	296
Retained earnings	8,746	8,500
Unearned compensation - ESOP	(469)	(479)
Cumulative translation - net	(164)	(331)
Net unrealized loss - debt & equity securities	(8)	---
Less cost of treasury stock - June 30, 1994, 49,498,464 shares; December 31, 1993, 42,537,890 shares	(1,833)	(1,474)
Stockholders' Equity - net	6,568	6,512
Total	\$13,164	\$12,197

Share data reflect the two-for-one stock split effective March 15, 1994.
The Notes to Financial Statements are an integral part of this statement.

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS
(Dollars in millions)
(Unaudited)

	Six months ended June 30	
	1994	1993
Cash Flows from Operating Activities:		
Net income	\$ 649	\$ 661
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	535	517

Working capital and other changes	(335)	(190)
Net cash provided by operating activities	849	988
Cash Flows from Investing Activities:		
Capital expenditures	(501)	(521)
Proceeds from sale of property, plant and equipment	24	36
Other	(31)	(2)
Net cash used in investing activities	(508)	(487)
Cash Flows from Financing Activities:		
Net change in short-term debt	185	135
Repayment of long-term debt	(52)	(96)
Proceeds from long-term debt	302	54
Purchases of treasury stock	(458)	(383)
Reissuances of treasury stock	70	114
Payment of dividends	(374)	(364)
Net cash used in financing activities	(327)	(540)
Effect of exchange rate changes on cash	21	(14)
Net increase (decrease) in cash and cash equivalents	35	(53)
Cash and cash equivalents at beginning of year	274	382
Cash and cash equivalents at end of period	\$ 309	\$ 329

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

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

The interim financial statements are unaudited but, in the opinion of management, reflect all adjustments necessary for a fair presentation of financial position, results of operations and cash flows for such periods. These adjustments consist of normal, recurring items. The results of operations for any interim period are not necessarily indicative of results for the full year. The condensed consolidated financial statements and notes are presented as permitted by Form 10-Q and do not contain certain information included in the company's annual consolidated financial statements and notes. This Form 10-Q should be read in conjunction with the company's consolidated financial statements and notes included in the 1993 Annual Report on Form 10-K.

The share and per-share data contained in this Form 10-Q reflect the two-for-one common stock split effective March 15, 1994.

Effective January 1, 1994, the company adopted SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities." This adoption will have no impact on the company's results of operations. The unrealized gains and losses for available-for-sale debt and equity securities are separately disclosed as a component of stockholders' equity. The following accounting policies are updated from the 1993 Form 10-K as follows:

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. Other securities classified as available-for-sale are reported at fair value and held-to-maturity securities are reported at amortized cost.

Investments: Investments primarily include assets from captive insurance and banking operations and from venture capital investments. Investments classified as available-for-sale are reported at fair value and held-to-maturity investments are reported at amortized cost. Other investments are stated at cost, which approximates fair value.

Also effective January 1, 1994, the company adopted FASB Interpretation Number (FIN) 39 which requires gross reporting for environmental and other liabilities, and any related insurance receivable assets. The presentation of liabilities net of claims for recovery is no longer appropriate. The impact of this adoption was to increase primarily "Other Assets" and "Other Liabilities" from year-end 1993 balances.

Earnings for the first six months ended June 30, 1994, were negatively impacted by a first quarter net pre-tax charge of \$35 million related to mammary implant litigation. This charge reflected the company's participation in the multi-billion dollar global settlement, other mammary implant litigation, and probable insurance recoveries. The company in the first quarter of 1994 accrued a liability having a net present value of \$308 million to cover probable liabilities and expenses, and also recorded a receivable, primarily on the "Other Assets" line of the Consolidated Balance Sheet, having a nominal value of \$273 million, for probable insurance recoveries. The result of these accounting actions was a net pre-tax charge to first quarter 1994 earnings of \$35 million (\$22 million after taxes, or 5 cents per share). See Part II, Item 1, Legal Proceedings, for additional information on this topic.

On June 16, 1994, the company issued a three-year, \$200 million 6.375% Euronote. This was swapped to yield an all-in cost of 6-month average LIBOR less 36.5 basis points. On March 29, 1994, the company issued a \$100 million medium-term note at the 5-year treasury rate plus 25 basis points (6.25%), and put it on a cancelable swap to average LIBOR floating. On an all-in basis, the rate will average LIBOR less 27 basis points for two years, or for five years, if the swap is not canceled. If the swap is canceled, the company will pay 6.18 percent fixed for the final three years.

Coopers & Lybrand, the company's independent accountants, have performed a review of the unaudited interim financial statements included herein and their report thereon accompanies this filing.

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

Management's Discussion and Analysis of
Financial Condition and Results of Operations

RESULTS OF OPERATIONS

This Quarter

All share and per-share data reflect the two-for-one stock split effective March 15, 1994.

Worldwide sales for the second quarter totaled \$3.772 billion, an increase of 6.6 percent from \$3.540 billion in the second quarter last year. Net income increased 3.7 percent to \$343 million, or \$.81 per share, compared with \$331 million, or \$.76 per share, in the same quarter last year. Worldwide unit sales rose about 9 percent.

In the United States, the company's unit sales rose about 7 percent compared with the second quarter last year, with all three sectors showing higher growth. The Information, Imaging and Electronic Sector had strong gains in its memory technologies and electro-telecommunications businesses. Life Sciences Sector volume increased with solid growth in its traffic and personal safety businesses, in addition to good gains in its health care businesses. The Industrial and Consumer Sector posted good volume gains in its tapes, abrasives, specialty chemicals, office supplies and consumer products businesses.

Internationally, unit volume increased about 10 percent, with all three sectors showing higher growth. Volume rose about 8 percent in Europe with double-digit increases in France, Spain, the Netherlands and in the Nordic region. Volume also increased in Italy and Germany. In the Asia Pacific area, volume was up about 11 percent. Volume in Japan was up about 4 percent, while volume growth in the rest of Asia rose nearly 30 percent. In Latin America, volume was up more than 25 percent. Canada and Africa also reported good volume gains.

Worldwide selling prices declined about 2 percent compared to the second quarter of 1993, mainly because of competition in the Memory Technologies Group. Prices declined about 2 percent in both the United States and internationally. Currency translation had a minimal impact on international and worldwide sales.

Cost of goods sold, which includes manufacturing, research and development, and engineering, was 59.6 percent of sales, down six-tenths of a percentage point from the second quarter last year. Cost of goods sold was helped by the 9 percent volume gain, cost-control efforts and lower raw material costs. Research and development costs were three-tenths of a percentage point lower than the second quarter of 1993. These benefits were partially offset by lower selling prices.

Selling, general and administrative spending of \$955 million was 25.3 percent of sales. This was an increase of one-tenth of a percentage point from a year ago. SG&A spending included investments to sustain

rapid growth in the Asia region.

Worldwide operating income was \$570 million in the second quarter, up 10.4 percent from the same quarter last year.

U.S. operating income was up about 7 percent and operating margins improved by one-tenth of a percentage point. U.S. margins were helped by higher unit sales volume and lower raw material costs. All three U.S. business sectors contributed to this operating income increase.

International operating income increased about 14 percent and margins were up by almost a full percentage point. International margins were helped by higher unit sales volume, improved economic conditions in Europe and Japan, and cost-control efforts.

Interest expense of \$21 million in the second quarter of 1994 was \$6 million higher than in the same quarter last year. This increase was mainly due to a planned increase in debt. Investment and other income declined \$10 million from the second quarter last year, mainly due to one-time gains on investments in 1993.

The second-quarter 1994 worldwide effective tax rate was 36.0 percent, up five-tenths of a point from the second-quarter rate last year, and up seven-tenths of a point from the rate for 1993 overall. The higher tax rate in 1994 is due to a lower level of foreign tax credits and the accounting benefit in 1993 of revaluing deferred tax assets at the higher 1993 U.S. statutory tax rate.

The company estimates that changes in the value of the U.S. dollar reduced net income by \$2 million, or about 1 cent per share, in the second quarter compared to the corresponding quarter of 1993. This estimate includes the effect of translating sales and profits from local currencies into U.S. dollars, the costs in local currencies of transferring goods between the parent company in the United States and international companies, and transaction gains and losses in countries not considered to be highly inflationary.

Year-to-date

On a year-to-date basis, worldwide sales totaled \$7.404 billion, an increase of 4.9 percent from \$7.057 billion in the first six months of last year.

Volume growth for the first six months of 1994 was 7 percent in the United States and 8 percent in international operations. Both U.S. and international prices declined about 2 percent. Currency translation decreased international sales by almost 1 percent and worldwide sales by about half a percent.

Cost of goods sold was 59.6 percent of sales, down six-tenths of a point from the same period last year. The factors that influenced gross margins for the second quarter were the same factors that affected year-to-date results.

Selling, general and administrative spending of \$1.870 billion for the first six months was 25.3 percent of sales. This is up three-tenths of a point from the same period last year, but up only one-tenth of a point from the 1993 total year average.

Worldwide operating income increased 7.0 percent to \$1.119 billion in 1994 up from \$1.046 billion in 1993. Operating income in the United States was up about 10 percent and margins improved by seven-tenths of a percentage point. International operating income was up about 5 percent and margins were unchanged. Worldwide employment levels have declined by more than 1,150 compared with the end of June 1993.

Interest expense was \$38 million, up from \$26 million in the first half of 1993. This increase is mainly due to a planned increase in debt. Investment and other income was \$16 million in the first six months of 1994, a decline of \$14 million compared to the same period last year. This change was mainly due to one-time gains on investments in 1993.

As discussed in the Notes to Financial Statements, mammary implant litigation resulted in a net pre-tax charge of \$35 million in the first quarter of 1994. Although there can be no certainty that the company may not ultimately incur charges in excess of presently established reserves, the company believes that such additional charges, if any, will not pose a material risk to the financial position of the company or its results of operations.

Year-to-date net income was \$649 million, or \$1.53 per share (\$671 million, or \$1.58 per share, excluding the first quarter pre-tax charge of \$35 million, or \$22 million after taxes, relating to mammary-implant litigation.) This compared with \$661 million, or \$1.51 per share, in the first half of 1993.

Looking ahead, assuming no significant slowing in worldwide economic activity, the company looks for good growth in second-half sales and earnings.

Volume growth, productivity improvements and favorable raw material prices should benefit full-year 1994 results. The weaker dollar is expected to slightly benefit second-half earnings. The company estimates that currency effects, based on levels at the end of June, could add a few cents a share to second-half earnings compared to the same period last year.

Investment in research and development will continue in order to help the company meet its goal of 30 percent of sales coming from products introduced in the last four years. The company continues to aggressively explore cost-reduction and rationalization opportunities around the world. Worldwide employment by the end of the year could be down by more than 1,000 people from 1993 year-end levels, despite the addition of people in the Asia region to sustain rapid growth there. This would bring employment at the end of this year to fewer than 85,000 people, a decline of nearly 5,000 over a four-year period.

FINANCIAL CONDITION AND LIQUIDITY

The company's financial condition and liquidity remain strong.

Working capital increased \$309 million to \$3.390 billion from \$3.081 billion as of December 31, 1993. The accounts receivable average days sales outstanding was 66 days, the same as at year-end. The company's key inventory index, which represents the number of months of inventory, was 4.0 months, unchanged from year-end. The company's current ratio was 2.0, compared with 1.9 at year-end.

The adoption of FIN 39 and the mammary implant litigation (refer to the Notes to Financial Statements) were the primary contributors to the increase in the "Other Assets" and "Other Liabilities" components of the Consolidated Balance Sheet compared to year-end 1993 balances.

Total debt increased \$310 million from year-end 1993 to \$1.803 billion. As of June 30, 1994, total debt was 27 percent of stockholders' equity, up from 23 percent at year-end 1993. The company's borrowings continue to maintain AAA long-term ratings.

Return on average stockholders' equity for the quarter was at 21.2 percent, up from 19.9 percent a year earlier, meeting the company's goal of 20 to 25 percent. Return on capital employed for the quarter was 21.1 percent, up from 20.1 percent in the comparable 1993 period. The company's goal is 27 percent or better.

Net cash provided by operating activities totaled \$849 million in the first six months of the year, down \$139 million from the same period last year. This decrease was mainly due to the receipt of a large legal settlement in 1993 of \$129 million. Net income was negatively impacted by the \$22 million first quarter 1994 non-cash charge relating to mammary implant litigation. This litigation could result in timing differences in the cash flows of future periods. The company believes that these differences, if any, will not pose a material risk to the financial position of the company.

Cash used in investing activities was \$508 million, up \$21 million from the same period last year. Capital expenditures for the first six months of 1994 were \$501 million, a decrease of about 4 percent compared with the same period last year.

Financing activities in both short-term and long-term debt provided net cash inflows of \$435 million, compared to inflows in the same period last year of \$93 million. Treasury stock repurchases were \$458 million, compared to repurchases in the same period last year of \$383 million.

The company repurchased about 8.8 million shares of treasury stock in the first six months of this year, compared to 7.1 million shares in the same period last year. The Board of Directors authorized the repurchase of up to 24 million shares of 3M common stock between February 14, 1994, and February 10, 1995. Of this number, 18.0 million shares remained authorized for repurchase as of June 30, 1994. Stock repurchases are made to support employee stock purchase plans and for other corporate purposes.

Dividends paid increased 3.0 percent to \$374 million in the first six months of this year. The dividend payout ratio increased to 57.7 percent in the first six months from 57.1 percent for the entire year in 1993.

The company expects cash generated by normal operations will support its growth. With its AAA long-term ratings on its debt, the company has sufficient borrowing capacity to supplement cash flows from operations. 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 June 30, 1994, \$402 million was available for future financial needs.

MINNESOTA MINING AND MANUFACTURING COMPANY
AND SUBSIDIARIES

PART II. OTHER INFORMATION

Item 1. 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 always able to estimate the nature and precise amount of future liabilities with respect to such matters.

Mammary Implant Litigation

As of June 30, 1994, the company had been named as a defendant, often with multiple co-defendants, in 5,148 claims and lawsuits in various courts, all seeking damages for personal injuries from allegedly defective breast implants. These claims and lawsuits purport to represent 12,418 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 then sold that business in 1984.

On April 8, 1994, the company and other defendants concluded provisional agreements with a plaintiffs' negotiating committee regarding their contributions to a "global settlement" in the amount of \$4.75 billion, previously announced by the committee and three major defendants in these claims and lawsuits. The company has agreed that its maximum commitment of \$325 million will be paid into a court-administered fund within 3 years from the date that the final order ratifying the global settlement is entered and after appeals, if any, have been exhausted. The company has the unilateral right to withdraw from the agreement should there be an unacceptable level of individual plaintiffs and claimants electing to remove themselves from the settlement ("opt-outs"). The global settlement has received preliminary approval from the court, and a hearing has been set for August 18, 1994, with respect to final approval. The deadline for claimants to opt-out of the settlement has expired, and the company is attempting to assess the extent and impact of opt-outs. The company will not be required to make any payments until the opt-outs are determined and the

global settlement is found acceptable by the company based upon the level of opt-outs.

The company in the first quarter of 1994 accrued a liability having a net present value of \$308 million to cover probable liabilities and expenses and also recorded a receivable having a nominal value of \$273 million for probable insurance recoveries. The result of these accounting actions was a net pre-tax charge to first quarter 1994 earnings of \$35 million (\$22 million after taxes). Based on the amounts and timing of the payment obligations under the settlement, the company's current estimates of potential liabilities and expenses that may not be covered by the settlement, and the amounts and timing of receipt of insurance proceeds, the company believes that this accrual and recovery is the best estimate of the probable impact of the mammary implant claims and lawsuits. No insurers have denied coverage, and the insurance recovery recorded by the company represents the amount that the company considers appropriate to record as recoverable at this time.

Although there can be no certainty that the company may not ultimately incur charges in excess of presently established reserves, the company believes that such additional charges, if any, 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

- (a) The registrant held its Annual Meeting of Stockholders on May 10, 1994.
- (b) Proxies for the meeting were solicited pursuant to Regulation 14; there was no solicitation in opposition to management's nominees for directors as listed in the Proxy Statement and all such nominees were elected.

Directors elected were Lawrence E. Eaton, Allen F. Jacobson, and Aulana L. Peters.

Directors whose terms continue after the meeting were Edward A. Brennan, Livio D. DeSimone, Harry A. Hammerly, Ronald A. Mitsch, Allen E. Murray, Rozanne L. Ridgway, Frank Shrontz, F. Alan Smith, and Louis W. Sullivan.

- (c) Briefly described below are the other matters voted upon at the Annual Meeting and the number of affirmative votes and negative votes cast.
 - i) Ratification of the appointment of Coopers & Lybrand, independent certified public accountants, to audit the books and accounts of the company and its subsidiaries for the year 1994.

For	349,214,814
Against	1,036,006
Abstain	1,224,916
 - ii) Approval of the Executive Profit Sharing Plan.

For	332,482,318
Against	14,378,810
Abstain	4,580,832
 - iii) Approval of amendments to the Performance Unit Plan.

For	334,948,758
Against	11,153,960
Abstain	5,299,152

- (a) The following documents are filed as exhibits to this Report.
- (11) A statement regarding the computation of per share earnings. Page 18.
 - (12) A statement regarding the ratio of earnings to fixed charges. Page 19.
 - (15) A letter from the company's independent accountants regarding unaudited interim financial statements. Page 20.
- (b) The company filed a report on Form 8-K dated April 8, 1994, related to mammary implant litigation.

April 8, 1994: Item 5, Other Events, Mammary Implant Litigation, reporting that the company and other defendants concluded their own provisional agreement with the plaintiffs' negotiating committee regarding their contributions to the settlement fund. The company in the first quarter of 1994 accrued a liability and receivable, the result of which was a net pre-tax charge to first quarter earnings of \$35 million.

None of the other items contained in Part II of Form 10-Q is applicable to the company for the quarter ended June 30, 1994.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Stockholders of Minnesota Mining and Manufacturing Company:

We have reviewed the accompanying condensed consolidated balance sheet of Minnesota Mining and Manufacturing Company and subsidiaries as of June 30, 1994, and the related condensed consolidated statements of income for the three- and six-month periods ended June 30, 1994 and 1993, and cash flows for the six-month periods ended June 30, 1994 and 1993. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical review procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet as of December 31, 1993, and the related consolidated statements of income and cash flows for the year then ended (not presented herein); and in our report dated February 14, 1994, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 1993, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ COOPERS & LYBRAND

COOPERS & LYBRAND

St. Paul, Minnesota
July 27, 1994

SIGNATURE

Pursuant to the requirements 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
(Registrant)

Date: August 11, 1994

/s/ Giulio Agostini
Giulio Agostini, Senior Vice President,
Finance and Office Administration

(Mr. Agostini is the Principal Financial and Accounting Officer and has been duly authorized to sign on behalf of the registrant.)

EXHIBIT 11

MINNESOTA MINING AND MANUFACTURING COMPANY AND SUBSIDIARIES

EARNINGS PER SHARE OF COMMON STOCK

	Three months ended June 30		Six months ended June 30	
	1994	1993	1994	1993
Net income (millions)	\$343	\$331	\$649	\$661

Primary earnings per share:				
Earnings per share	\$.81	\$.76	\$ 1.53	\$ 1.51
Weighted average number of common shares outstanding	422,949,559	436,360,117	425,015,945	436,946,431

Fully diluted earnings per share: (1)				
Earnings per share	\$.81	\$.75	\$ 1.52	\$ 1.50
Weighted average number of common shares outstanding	422,949,559	436,360,117	425,015,945	436,946,431
Common equivalent shares	2,692,411	4,960,108	3,226,278	4,429,070
Average number of common shares and equivalents outstanding	425,641,970	441,320,225	428,242,223	441,375,501

Share and per-share data reflect the two-for-one stock split effective March 15, 1994.

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 is computed based on the weighted average number of common shares and common equivalent shares outstanding for each period.

(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%.

EXHIBIT 12

MINNESOTA MINING AND MANUFACTURING COMPANY AND SUBSIDIARIES

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

	Six Months					
	Ended June 30, 1994	Year 1993	Year 1992	Year 1991	Year 1990	Year 1989
EARNINGS	-----	-----	-----	-----	-----	-----
Income Before Income Taxes, Minority Interest and Cumulative Effect of Accounting Changes	\$1,062	\$2,002	\$1,947	\$1,877	\$2,135	\$2,099
Add:						
Interest on debt	38	50	76	97	98	98
Interest component of the ESOP benefit expense	20	41	42	44	45	--
Portion of rent under operating leases representative of the interest component	23	47	47	47	44	35
Less:						
Equity in undistributed income of 20-50% owned companies	1	--	(1)	(6)	1	4
TOTAL EARNINGS AVAILABLE FOR FIXED CHARGES	----- \$1,142	----- \$2,140	----- \$2,113	----- \$2,071	----- \$2,321	----- \$2,228
FIXED CHARGES						
Interest on debt	38	50	76	97	98	98
Interest component of the ESOP benefit expense	20	41	42	44	45	--
Portion of rent under operating leases representative of the interest component	23	47	47	47	44	35
TOTAL FIXED CHARGES	----- \$81	----- \$138	----- \$165	----- \$188	----- \$187	----- \$133
RATIO OF EARNINGS TO FIXED CHARGES	14.10	15.51	12.81	11.02	12.42	16.75

EXHIBIT 15

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

We are aware that our report dated July 27, 1994, on our reviews of interim condensed consolidated financial information of Minnesota Mining and Manufacturing Company and subsidiaries (the Company) for the three- and six-month periods ended June 30, 1994 and 1993, and included in the Company's quarterly report on Form 10-Q for the period ended June 30, 1994, is incorporated by reference in the Company's registration statements on Form S-8 (Registration Nos. 2-78422, 33-14791, 33-48690 and 33-49842), and Form S-3 (Registration No. 33-48089). Pursuant to Rule 436(c), under the Securities Act of 1933, this report should not be considered a part of the registration statements prepared or certified by us within the meaning of Sections 7 and 11 of that Act.

/s/ COOPERS & LYBRAND L.L.P.

COOPERS & LYBRAND L.L.P.

St. Paul, Minnesota
August 11, 1994