

The Minnesota Mining and Manufacturing Company (3M) Form 10-K filed on March 10, 1998 via EDGAR has been amended (Form 10-K/A). Restated Financial Data Schedules have been added for the interim periods of 1997 (Exhibit 27.1), for the year and interim periods of 1996, (Exhibit 27.2) and for year 1995 (Exhibit 27.3). Statement of Financial Accounting Standards No. 128, Earnings per Share, required retroactive restatement and triggered an obligation to file restated Financial Data Schedules. The cover page, exhibit index, signature page, and the new exhibits follow.

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

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the year ended December 31, 1997

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, Par Value \$.50 Per Share	New York Stock Exchange Pacific Exchange Chicago Stock Exchange

Note: The common stock of the registrant is also traded on the Amsterdam Stock Exchange, Swiss stock exchanges 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 \$83.50 per share as reported on the New York Stock Exchange-Composite Index on January 30, 1998, was \$33.7 billion.

Shares of common stock outstanding at January 31, 1998: 404,042,820.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the following documents are incorporated by reference in Parts III and IV of this Form 10-K: (1) Proxy Statement for registrant's 1998 annual meeting, (2) Form 10-Q for period ended June 30, 1987; Form 8-K dated November 20, 1996; Form 8-K dated June 30, 1997, (3) Registration Nos. 33-48089 and 333-30689.

This document contains 50 pages.
The exhibit index is set forth on page 45.

(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 Form 10-Q for period ended June 30, 1987. |
| | Restated certificate of incorporation, as amended as of May 13, 1997. | Form 8-K dated June 30, 1997. |
| | Bylaws, as amended as of November 11, 1996. | Form 8-K dated November 20, 1996. |
| (4) | Instruments defining the rights of security holders, including debentures: | |
| | (a) common stock. | Exhibit (3) above. |
| | (b) medium-term notes. | Registration No. 33-48089 on Form S-3. |
| (10) | Material contracts, management remuneration: | |
| | (a) management stock ownership program. | Exhibit 4 of Registration No. 333-30689 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 1998 annual shareholders' meeting. |

Reference (pages)
Form 10-K

Submitted herewith:

- | | | |
|--------|--|----|
| (12) | Calculation of ratio of earnings to fixed charges. | 47 |
| (21) | Subsidiaries of the registrant. | 48 |
| (23) | Consent of experts. | 49 |
| (24) | Power of attorney. | 50 |
| (27) | Financial data schedule for the year ended December 31, 1997 (EDGAR filing only). | |
| (27.1) | Restated financial data schedule for the interim periods of 1997 (EDGAR filing only). | |
| (27.2) | Restated financial data schedule for the year and interim periods of 1996 (EDGAR filing only). | |
| (27.3) | Restated financial data schedule for the year 1995 (EDGAR filing only). | |

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
Principal Financial and Accounting Officer
March 10, 1998

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 10, 1998.

Signature	Title
Livio D. DeSimone	Chairman of the Board and Chief Executive Officer, Director
Ronald O. Baukol	Director
Edward A. Brennan	Director
Edward R. McCracken	Director

W. George Meredith	Director
Ronald A. Mitsch	Director
Allen E. Murray	Director
Aulana L. Peters	Director
Rozanne L. Ridgway	Director
Frank Shrontz	Director
F. Alan Smith	Director
Louis W. Sullivan	Director

Roger P. Smith, 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/ Roger P. Smith
Roger P. Smith, Attorney-in-Fact

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THIS RESTATED SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES. THIS SCHEDULE IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH CONSOLIDATED FINANCIAL STATEMENTS AND NOTES.

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