STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

5. If Amendment,

(D)

Month

and 4)

(I)

4)

D

D

hours per

FORM 4 U.S. SECURITIES AND EXCHANGE COMMISSION OMB

WASHINGTON, D.C. OMB NUMBER: 3235-0287

[] Check this box if no longer Expires: April 30, 1997

subject to Section 16. Form 4 Estimate average burden

or Form 5 obligations may

response....0.5

continue. See Instructions 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1.Name and Address of Reporting Person 2. Issuer Name and Ticker 6. Relationship of Reporting

Person to Issuer

or Trading Symbol (Check all

applicable)

Minnesota Mining and Manufacturing Director

X 10% Owner

HEARx, Ltd. / Ticker: EAR Company

3. IRS or Social Security 4. Statement for Officer (give (First) (Middle)

(Last) Other

Number of Reporting Month/Year title

---- (specify

Attention: Gregg M. Larson, Assistant Person (voluntary) below)

below)

General Counsel 3/96

Year)

41-0417775

(Street)

Date of Original 3M Center (Month/Year) -----

(City) (State) (Zip) N/A

55144 St. Paul MN

<CAPTION>

TABLE I NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security

2. Trans- 3. Trans-4. Securities Acquired 5. Amount of 6. Owner-7. Nature (Instr. 3) action action (A)or Disposed of (D) Securities ship

Date Code Benefic-Form:

Indirect Direct (Instr. 8) (Instr. 3, 4 and 5) iallv

Bene-

(Month/ Owned at (D) or ficial

Day/ Code Amount Price End of Indirect (A) or Owner-

ship

(Instr. 3 (Instr. (Instr.

4) <C> <C> <C> <S> <C> <C> <C> <C> <C> <C>

Common Stock (former Sr. Pfd. Series A) 3/15/96 C[1] 3,000,000 3,000,000

Common Stock (former Sr. Pfd.

3/15/96 2,250,000 2,250,000 Series B) C[1]

Common Stock (former Sr. Pfd. Series D)

3/15/96 C[1] 1,492,600 1,492,600 Common Stock (former Sr. Pfd. Series E) 3/15/96 C[1] 647,200 647,200 D

Common Stock (former Sr. Pfd. Series G)

3/15/96 C[1] 1,492,600 1,492,600 [1] On March 15, 1996, the Issuer listed its Common Stock on the American Stock Exchange. As a result of the listing, the

Preferred Stock of the Issuer and the Warrants and Options to purchase Preferred Stock of the Issuer, then held by the

Reporting Person, automatically converted by their terms to Common Stock (or Options or Warrants to purchase Common

Stock) at a ratio of 1:100. Exempt pursuant to Rule 16b-6(b).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over)

(Print or Type Responses)

SEC 1474 (8-92)

</TABLE>

<TABLE>

Option to

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (e.g., puts, calls, warrants, options, convertible securities)

1.Title of 10.Owner-		r- 3.Trans-	4.Transac-	5.Number of	6.Date Exer-	7.Title	8.Price 9	.Number	
Derivati		or action	tion Code	Derivative	cisable	and Amount	of	of Deriv-	ship
ture Security	Exerc	ise Date	(Instr. 8)) Securities	and Expir-	of Under-	Deriv-	ative	Form
of In- (Instr.		(Month	/	Acquired (A)	ation Date	lying	ative	Secur-	of
	rect of	Day/		or Disposed	(Month/	Securities	Secur-	ities	
rivative	Bene- Deriv	a- Year)		of (D)	Day/Year)		ity	Bene-	
Secu-	ficial tive			(Instr. 3,		(Instr. 3	(Instr.	ficially	
rity;	Own- Secur	ity		4, and 5)		and 4)	5)	Owned	
Direct	ership							at End	
(D) or	(Instr.					Amount		of	
Indi-	4)				Date Expir-	or		Month	
rect (I)					Exer- ation	Title Number		(Instr.	
(Instr.					cisa- Date	of		4)	
4)			Code	(A) (D)	ble	Shares			
<s> <c></c></s>	<c></c>	<c></c>	<c></c>	<c> <c></c></c>	<c> <c></c></c>	<c> <c></c></c>	<c></c>	<c></c>	<c></c>
Sr. Pfd.									
Series A	1:100	3/15/96	C[1]	30,000	immed.	Common 3,000,	000	-0-	D
Sr. Pfd. Series B	1:100	3/15/96	C[1]	22,500	immed.	Common 2,250,	000	-0-	D
Sr. Pfd. Series D	1:100	3/15/96	C[1]	14,926	immed.	Common 1,492,	600	-0-	D
Sr. Pfd.									
Series E	1:100	3/15/96	C[1]	6 , 472	immed.	Common 647,	200	-0-	D
Sr. Pfd. Series G	1:100	3/15/96	C[1]	14,926	immed.	Common 1,492,	600	-0-	D
Warrants t	.0								
Purchase Sr. Pfd.	č 0.1	2/15/06	C(1)	11 000	immed 2/22/	98 Sr.Pfd. 1	1 000	-0-	D
Series C	\$.01	3/15/96	C[1]	11,000	Innea. 2/22/	Series C	1,000	-0-	D
Warrants to Purchase Common St (former S	ock r. es	2/15/06	0(1)	11 000	immed 2/22/	00 Common 1 100	0.000	11 000	D
C)	\$.0001	3/15/96	C[1] 1	11,000	IIIIIIeu. Z/ZZ/	98 Common 1,10	0,000	11,000	D
Option to Purchase									
Sr. Pfd. Series F	\$125.00	3/15/96	C[1]	8,000	immed. 4/30/	97 Sr.Pfd. Series F	8,000	-0-	D

Purchase Common Stock (Former Sr. Pfd. Series

\$1.25 3/15/96 C[1] 8,000 immed. 4/30/97 Common 800,000 B,000 D

Explanation of Responses:

MANUFACTURING COMPANY

MINNESOTA MINING AND

By: /s/ Roger P.Smith

Roger P. Smith

Corporate Secretary

7-9-96 ** Intentional misstatements or omissions of facts constitute

Federal Criminal Violations. See 18 U.S.C. 1001 and Date

15. U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure. SEC 1474 (8-92)

</TABLE>