

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

3M COMPANY
(Exact name of Registrant as specified in its charter)

Delaware 41-0417775
(State of incorporation) (I.R.S. Employer I.D. No.)

3M Center
St. Paul, Minnesota 55144
(651) 733-2204
(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)

2002 MANAGEMENT STOCK OWNERSHIP PROGRAM
(Full title of the plan)

Gregg M. Larson
Assistant General Counsel and Secretary
3M Company
3M Center
St. Paul, Minnesota 55144
Telephone: (651) 733-2204
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price/Share (2) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee (3) |
|---|--------------------------------|--|--|--------------------------------------|
| <S> Common Stock, \$0.01 par value/share | <C> 7,700,000 | <C> \$141.15 | <C> \$1,086,855,000 | <C> \$87,926.57 |

</TABLE>

(1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.
(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.

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(3) Pursuant to Rule 457(p) under the Securities Act, the amount of the registration fee payable hereunder has been partially offset by \$9,066 which is the remaining unused balance related to \$130,416 of filing fees paid in respect of \$494,000,000 of unsold securities previously registered under the Registration Statement on Form S-3 (No. 333-48922) of 3M Company filed with the Securities and Exchange Commission on October 30, 2000. The amount of the filing fee for securities to be registered hereunder pursuant to such offset has been recalculated based upon the current fee rate of \$80.90 per million. Therefore, a \$78,860.57 filing fee relating to securities being registered hereunder is being paid herewith.

REGISTRATION OF ADDITIONAL SECURITIES

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 2002 Management Stock Ownership Program. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-101751 is incorporated herein by reference and the information required by Part II is omitted, except for Items 3 and 5, which have been updated.

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference in this Registration Statement:

| 3M COMMISSION FILINGS (FILE NO. 1-3285) | DATE/PERIOD |
|--|---|
| Description of 3M's common stock contained in 3M's Registration Statement on Form S-3, Registration No. 333-42660. | Dated July 31, 2000, as amended on August 18, 2000 |
| Annual Report on Form 10-K | Year ended December 31, 2002 |
| Quarterly Reports on Form 10-Q | Quarters ended March 31, 2003 and June 30, 2003 |
| Current Reports on Form 8-K | March 4, 2003, March 26, 2003, May 23, 2003, August 13, 2003, and August 21, 2003 |

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date hereof and prior to the filing of a post-effective amendment (other than Current Reports furnished under Item 9 of Form 8-K which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that

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a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Gregg M. Larson, who is our Assistant General Counsel, has issued an opinion about the validity of securities registered hereby, as well as other relevant legal matters. Mr. Larson beneficially owns, or has options to acquire, a number of shares of our common stock, which represents less than 1% of the total outstanding common stock.

ITEM 8. EXHIBITS.

See Exhibit Index

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, and State of Minnesota on September 30, 2003.

3M COMPANY

By /s/ Gregg M. Larson

Name: Gregg M. Larson
Title: Assistant General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1993, this registration statement has been signed by the following persons in the capacities and on the dates as indicated.

| Signature | Title |
|--------------------------------------|--|
| ----- | ----- |
| * ----- W. James McNerney, Jr. | Chairman of the Board, Chief Executive Officer and Director |
| * ----- | Senior Vice President, Chief Financial Officer (Principal Financial |

Patrick D. Campbell Officer)
 * Vice President and Controller

Ronald G. Nelson

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 * Director

Linda G. Alvarado

 * Director

Edward A. Brennan

 * Director

Edward M. Liddy

 * Director

Aulana L. Peters

 * Director

Rozanne L. Ridgway

 * Director

Kevin W. Sharer

 * Director

Louis W. Sullivan

*By: /s/ Gregg M. Larson

 Gregg M. Larson
 Attorney-in-fact
Date: September 30, 2003

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|--|
| 5 | Opinion of Counsel re Legality (Consent of Counsel included therein). |
| 15 | Awareness Letter of PricewaterhouseCoopers LLP (regarding interim financial information) |
| 23 | Consent of PricewaterhouseCoopers LLP (Consent of Counsel included in Exhibit 5). |
| 24 | Power of Attorney |

September 30, 2003

3M Company
3M Center
St. Paul, MN 55144

Ladies and Gentlemen:

This will refer to the Registration Statement on Form S-8 (the "Registration Statement") that is being filed by 3M Company (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), with respect to the registration of additional shares of the company's common stock (the "Shares") for issuance under the 2002 Management Stock Ownership Program (the "Plan").

As Assistant General Counsel of the Company, I am familiar with the Certificate of Incorporation and the By-Laws of the Company and with its affairs, including the actions taken by the Company in connection with the Plan. I also have examined such other documents and instruments and have made such further investigation as I have deemed necessary or appropriate in connection with this opinion.

In my examination, I have assumed the genuineness of all signatures, the legal capacity of natural persons, and the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photo static copies and the authenticity of the originals of such copies. I have also assumed that all of the Shares will be issued for the consideration permitted under the Plan as currently in effect. Based upon the foregoing, I am of the opinion that:

1. The Company is duly incorporated and validly existing as a corporation under the laws of the State of Delaware.
2. All necessary corporate proceedings have been taken to authorize the issuance of the Shares being registered under the Registration Statement.
3. The Shares covered by this Registration Statement, when issued in accordance with proper corporate authorizations, will be validly issued, fully paid, and nonassessable.

This opinion is limited to the Federal laws of the United States and the laws of the State of Minnesota and, with respect to paragraph 1 above, the General Corporate Laws of the State

of Delaware (including the statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the General Corporate Laws of the State of Delaware) and I am expressing no opinions as to the effect of the laws of any other jurisdiction. No one other than those to whom this letter is addressed is permitted to rely on or distribute this opinion without my prior written consent.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and further consent to the use of my name wherever appearing in the Registration Statement and any amendment thereto. In giving this consent, I do not admit that I am within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission issued thereunder.

Very truly yours,

/s/ Gregg M. Larson, Esq.

Gregg M. Larson.
Assistant General Counsel

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

Commissioners:

We are aware that our reports dated April 21, 2003, and July 21, 2003, respectively, on our reviews of interim consolidated financial information of 3M Company and Subsidiaries (the "Company") for the three-month periods ended March 31, 2003 and 2002 and the three- and six-month periods ended June 30, 2003 and 2002, and included in the Company's Form 10-Q for the quarters ended March 31, 2003 and June 30, 2003, respectively, are incorporated by reference in the Company's Registration Statement on Form S-8, for the registration of 7,700,000 shares of the Company's Common Stock under the 2002 Management Stock Ownership Program.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Minneapolis, Minnesota
September 30, 2003

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 10, 2003, except as to Note 12, for which the date is May 22, 2003, relating to the consolidated financial statements, which appears in the 3M Company Current Report on Form 8-K dated May 23, 2003.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP

Minneapolis, Minnesota
September 30, 2003

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned, being a director or officer of 3M Company, a Delaware corporation, hereby constitutes and appoints W. James McNerney, Jr., Patrick D. Campbell, John J. Ursu, Janet L. Yeomans and Gregg M. Larson, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign one or more Registration Statements under the Securities Act of 1933, as amended, on Form S-8 or such other form as such attorneys-in-fact, or any of them, may deem necessary or desirable, any amendments thereto, and all post-effective amendments and supplements to such registration statement, for the registration of securities in connection with the 2002 Management Stock Ownership Program, in such forms as they or any one of them may approve, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Registration Statement or Registration Statements shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have subscribed these presents this 11th day of February 2002.

/s/ W. James McNerney, Jr.

W. James McNerney, Jr., Chairman of the Board and Chief Executive Officer (Principal Executive Officer and Director)

/s/ Patrick D. Campbell

Patrick D. Campbell, Senior Vice President and Chief Financial Officer (Principal Financial Officer)

/s/ Linda G. Alvarado

Linda G. Alvarado, Director

/s/ Ronald G. Nelson

Ronald G. Nelson, Vice President and Controller

/s/ Edward A. Brennan

Edward A. Brennan, Director

/s/ Rozanne L. Ridgway

Rozanne L. Ridgway, Director

/s/ Edward M. Liddy

Edward M. Liddy, Director

/s/ Kevin W. Sharer

Kevin W. Sharer, Director

/s/ Aulana L. Peters

Aulana L. Peters, Director

/s/ Louis W. Sullivan

Louis W. Sullivan, Director