

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: May 12, 2004  
(Date of earliest event reported)



**3M COMPANY**

(Exact name of registrant as specified in its charter)

File No. 1-3285  
(Commission File Number)

Delaware  
(State of incorporation)

3M Center  
St. Paul, Minnesota

41-0417775  
(I.R.S. Employer  
Identification Number)

55144-1000  
(Zip Code)

(Address of principal executive offices)

Registrant's telephone, including area code:  
(651) 733-1110

---

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

Attached is the Certificate of Amendment of the Certificate of Incorporation of 3M Company reflecting an increase of the number of authorized shares of Common Stock, par value \$0.01 per share, from 1,500,000,000 shares to 3,000,000,000 shares.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits Required by Item 601 of Regulation S-K

EXHIBIT NO.   DESCRIPTION

3(i)            Certificate of Amendment of the Certificate of Incorporation of 3M Company

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.

3M COMPANY

By: /s/ Gregg M. Larson  
Gregg M. Larson,  
Secretary

Dated: May 20, 2004

**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
3M COMPANY**

3M COMPANY, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Certificate of Incorporation of the Corporation is hereby amended by deleting paragraph A of Article FOURTH thereof and inserting the following in lieu thereof:

"FOURTH: A. The total number of shares of all classes of stock which this Corporation shall have authority to issue is 3,010,000,000 consisting of 10,000,000 shares of preferred stock without par value and 3,000,000,000 shares of common stock with a par value of \$0.01 per share."

2. The foregoing amendment was duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, 3M COMPANY has caused this Certificate to be executed by Gregg M. Larson, its Secretary, on this 12th day of May 2004.

3M COMPANY

By: /s/ Gregg M. Larson  
Name: Gregg M. Larson,  
Office: Secretary