

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **May 16, 2005**

**3M COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**File No. 1-3285**

(Commission File Number)

**41-0417775**

(IRS Employer Identification No.)

**3M Center, St. Paul, Minnesota**

(Address of Principal Executive Offices)

**55144-1000**

(Zip Code)

**(651) 733-1110**

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

The adoption of the 2005 Management Stock Ownership Program of 3M Company (the "2005 Program") was approved by the affirmative vote of a majority of the shares of 3M common stock present or represented by proxy and entitled to vote at 3M's Annual Meeting of Stockholders held on May 10, 2005. 3M Company grants awards to its employees under the 2005 Program. A form of award agreement for non-qualified stock options granted under the 2005 Program is attached hereto as exhibit and hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of award agreement for non-qualified stock options granted under the 2005 Management Stock Ownership Program

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 16, 2005

**FROM OF AWARD AGREEMENT FOR NON-QUALIFIED STOCK OPTIONS  
GRANTED UNDER THE 2005 MANAGEMENT STOCK OWNERSHIP PROGRAM**

Participant Name, Person ID

Dear 3M Employee:

As a valued employee and leader of 3M Company (“3M”), this Notice of Stock Option Grant is to certify that 3M has granted you on this date, [date], an option to purchase [number] shares of 3M common stock at an exercise price of \$[price] per share. Your stock option is a Nonqualified Option, as defined in the 2005 Management Stock Ownership Program (the “2005 Program”).

Your stock option provides you a unique investment in 3M’s future. With continued employment, you can hold your stock option up to 10 years before exercising it. As an option holder, you have the opportunity to benefit financially from future appreciation in 3M’s stock price. The chart below shows examples of possible values of your stock option, assuming annual compounded growth rates of 5%, 10% and 15% in the 3M stock price over 10 years. As you can see, better stock performance leads to higher potential value of your stock option.

Shares Granted	Value at Grant	Value with 5% Growth	Value with 10% Growth	Value with 15% Growth
[number]	\$ 0	\$ [number]	\$ [number]	\$ [number]

Please keep in mind that these examples are not predictions of future stock values and that 3M’s stock price is likely to fluctuate within a wide range, like the fluctuations of the overall stock market. You should not assume that the past performance of 3M’s stock price indicates how it will perform in the future. 3M’s stock price could decline over short or even long time periods.

Your stock option will vest over three years. This means you can exercise the first 1/3 of your grant starting [date], the second 1/3 starting [date], and the remaining 1/3 starting [date]. This option becomes void after 3:00 p.m. U.S. Central Time on [date] or 90 days after termination of your 3M employment, whichever is earlier, except in cases of retirement, disability, death, or disqualifying termination, unless otherwise determined by 3M’s Compensation Committee.

The ultimate value of your stock option will be determined by the results you help create. When you create value for 3M, it is reflected in our products, our profitability, and ultimately our stock price.

Sincerely,

W. James McNerney, Jr.  
Chairman of the Board and Chief Executive Officer

This option is subject to the provisions of the 2005 Program as described in the Prospectus, which can be found at <http://intranet.mmm.com/iSite/MSOP>. You can view details about all of your options, model stock option exercises and exercise your options using the E\*TRADE’s Executive services online ([www.etrade.com](http://www.etrade.com)) or by telephone (1-877-366-3600).