

**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 8, 2008**

**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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

(e) Attached is the form of an award letter used to communicate the Company's grant of performance shares during 2008 under its Performance Unit Plan. This Plan provides long-term incentive compensation to 3M's executives based on the Company's attainment of performance criteria selected by the Compensation Committee of the Board of Directors. These performance shares may result in the issuance of actual shares of 3M common stock under the 2005 Management Stock Ownership Program.

The above description is qualified in its entirety by reference to the actual form, which is filed as Exhibit 10.1 to this Form 8-K and is hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Agreement for Performance Unit or Share Awards to Executive Officers

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,  
Deputy General Counsel and Secretary

Dated: May 8, 2008

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Agreement for Performance Unit or Share Awards to Executive Officers

**Form of Agreement for Performance Unit or Share Awards to Executive Officers**

SUBJECT: MESSAGE FROM GEORGE BUCKLEY: YOUR 3M 2008 PERFORMANCE SHARE AWARD

FIRST &amp; LAST NAME      EMPLOYEE #

The purpose of this letter is to provide you with the number of contingent shares actually assigned to you as your 2008 award. The number of contingent shares was calculated by dividing the target value of your performance share award by the FMV of 3M stock on February 29, 2008 (\$xx.xx).

The Compensation Committee of the Board of Directors has approved the following 3M Performance Share award to be issued under the Performance Unit Plan (PUP) effective March 1, 2008:

AWARD YEAR:	2008
AWARD DESCRIPTION:	ANNUAL AWARD
TARGET VALUE:	\$xxx,xxx
NUMBER OF CONTINGENT SHARES:	x,xxx

Performance Shares issued under the PUP are a significant part of your total compensation as a 3M executive. Performance Shares reward your leadership and commitment in managing 3M's business for sustainability and improved results over time.

The 2008 award will compensate you for the results we achieve against corporate financial goals over the three-year period 2008, 2009 and 2010. The maximum payout will be 2 times the number of contingent shares assigned to you at the time of the award. Your 2008 award will be governed by the provisions of the PUP plan document, and will be paid out in March 2011 unless you elected to defer the payout under the 3M Deferred Compensation Plan.

As was the case last year, the two performance measures for the 2008 award are Economic Profit Growth and Organic Sales Growth versus the Worldwide Industrial Production Index. For more information about the metrics and how Performance Shares issued under the PUP Plan will work, please review the brochure entitled "Understanding Your 3M Performance Shares Issued Under the Performance Unit Plan — For 2008 Awards", which was sent to you via an earlier email.

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