
**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 (Date of earliest event reported): June 21, 2012

3M Company
(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-3285
(Commission File Number)

41-0417775
(I.R.S. Employer
Identification No.)

3M Center, St. Paul, Minnesota
(Address of Principal Executive Offices)

55144-1000
(Zip Code)

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

Not Applicable
(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))
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Item 8.01. Other Events

The exhibits filed herewith are exhibits to the Registration Statement on Form S-3 (file no. 333-176082) of 3M Company (the "Company"), filed with the Securities and Exchange Commission on August 5, 2011. On June 21, 2012, the Company entered into a Terms Agreement with Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and the other Agents named therein relating to the sale of \$650,000,000 aggregate principal amount of the Company's 1.000% Notes due 2017 and \$600,000,000 aggregate principal amount of the Company's 2.000% Notes due 2022, issued off of the Company's \$3,000,000,000 Medium-Term Notes Program, Series F.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Terms Agreement relating to the issuance and sale of the Company's 1.000% Notes due 2017 and 2.000% Notes due 2022
5.1	Opinion of Gregg M. Larson relating to the Company's 1.000% Notes due 2017 and 2.000% Notes due 2022

SIGNATURES

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.

Date: June 26, 2012

3M Company

By: /s/ Gregg M. Larson
Gregg M. Larson,
Deputy General Counsel and Secretary

3M COMPANY
1.000% Notes due 2017
2.000% Notes due 2022

TERMS AGREEMENT

June 21, 2012

Citigroup Global Markets Inc.
388 Greenwich Street
New York, New York 10013

Deutsche Bank Securities Inc.
60 Wall Street
New York, New York 10005

Morgan Stanley & Co. LLC
1585 Broadway, 4th Floor
New York, New York 10036

As representatives of the several Agents
identified in Schedule I hereto

Dear Sirs:

3M Company (the “Company”) proposes, subject to the terms and conditions stated herein and in the Distribution Agreement, dated September 2, 2011 (the “Distribution Agreement”), between the Company on the one hand and Goldman, Sachs & Co., Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and UBS Securities LLC (the “Agents”) on the other, to issue and sell to Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Morgan Stanley & Co. LLC and each of the Agents identified in Schedule I hereto, for whom Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Morgan Stanley & Co. LLC are acting as representatives, the securities specified in Schedule I hereto (the “Purchased Securities”). Each of the provisions of the Distribution Agreement not specifically related to the solicitation by the Agents, as agents of the Company, of offers to purchase Securities is incorporated herein by reference in its entirety, and shall be deemed to be part of this Terms Agreement to the same extent as if such provisions had been set forth in full herein. Nothing contained herein or in the Distribution Agreement shall make any party hereto an agent of the Company or make such party subject to the provisions therein relating to the solicitation of offers to purchase Securities from the Company, solely by virtue of its execution of this Terms Agreement. Each of the representations and warranties set forth therein shall be deemed to have been made at and as of the date of this Terms Agreement, except that each representation and warranty in Section 1 of the Distribution Agreement which makes reference to the Prospectus shall be deemed to be a representation and warranty as of the

date of the Distribution Agreement in relation to the Prospectus (as therein defined), and also a representation and a warranty as of the date of this Terms Agreement in relation to the Prospectus as amended and supplemented to relate to the Purchased Securities.

A supplement to the Prospectus relating to the Purchased Securities, in a form satisfactory to you will be filed with the Commission within the time period specified in Rule 424(b) of the Securities Act of 1933.

Subject to the terms and conditions set forth herein and in the Distribution Agreement incorporated herein by reference, the Company agrees to issue and sell to Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Morgan Stanley & Co. LLC and each of the Agents identified in Schedule I hereto, and such Agents severally agree to purchase from the Company the Purchased Securities, at the time and place, in the principal amount and at the purchase price set forth in Schedule I hereto.

If one or more of the Agents shall fail at the Time of Delivery to purchase the Purchased Securities (the “Defaulted Securities”), then the nondefaulting Agents shall have the right, within 24 hours thereafter, to make arrangements for one of them or one or more other Agents to purchase all, but not less than all, of the Defaulted Securities in such amounts as may be agreed upon and upon the terms herein set forth; provided however, that if such arrangements shall not have been completed within such 24-hour period, then:

(a) if the aggregate principal amount of Defaulted Securities does not exceed 10% of the aggregate principal amount of Purchased Securities, the nondefaulting Agents shall be obligated, severally and not jointly, to purchase the full amount thereof in the proportions that their respective initial obligations under this Terms Agreement bear to the obligations of all nondefaulting Agents under this Terms Agreement; or

(b) if the aggregate principal amount of Defaulted Securities exceed 10% of the aggregate principal amount of Purchased Securities, this Terms Agreement shall terminate without liability on the part of any nondefaulting Agent.

No action taken pursuant to this paragraph above shall relieve any defaulting Agent from liability in respect of its default. In the event of any such default which does not result in a termination of this Terms Agreement, either the nondefaulting Agents or the Company shall have the right to postpone the Time of Delivery for a period not exceeding seven days in order to effect any required changes in the Registration Statement or the Prospectus or in any other documents or arrangements.

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If the foregoing is in accordance with your understanding, please sign and return to us two counterparts hereof, and upon acceptance hereof by you this letter and such acceptance hereof, including those provisions of the Distribution Agreement incorporated herein by reference, shall constitute a binding agreement between you and the Company.

3M Company

By: _____ /s/ David W. Meline
Name: David W. Meline
Title: Senior Vice President and Chief
Financial Officer

By: _____ /s/ Scott. D. Krohn

Name: Scott D. Krohn
Title: Vice President and Treasurer

[Signature Page to Terms Agreement]

Accepted as of the date hereof:

Citigroup Global Markets Inc.

By: /s/ Brian Bednarski
Name: Brian Bednarski
Title: Managing Director

Deutsche Bank Securities Inc.

By: /s/ Ritu Ketkar
Name: Ritu Ketkar
Title: Managing Director

By: /s/ Eunice Kang
Name: Eunice Kang
Title: Director

Morgan Stanley & Co. LLC

By: /s/ Yuriy Slyz
Name: Yuriy Slyz
Title: Executive Director

On behalf of themselves and the other several Agents

[Signature Page to Terms Agreement]

Schedule I

1.000% NOTES DUE 2017

TITLE OF PURCHASED SECURITIES:
Medium-Term Notes, Series F, 1.000% due 2017

AGGREGATE PRINCIPAL AMOUNT:
\$650,000,000

Price to Public: 99.539%

PURCHASE PRICE to be paid by Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC, Barclays Capital Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC:

99.289% of the principal amount of the Purchased Securities, plus accrued interest, if any, from June 26, 2012.

METHOD OF AND SPECIFIED FUNDS FOR PAYMENT OF PURCHASE PRICE:

By wire transfer to a bank account specified by the Company in immediately available funds.

INDENTURE:

Indenture, dated as of November 17, 2000, as supplemented by a First Supplemental Indenture dated as of July 29, 2011 and as it may be further supplemented from time to time, between the Company and The Bank of New York Mellon Trust Company, N.A., Trustee

APPLICABLE TIME: 4:40 p.m. June 21, 2012 Eastern Time

TIME OF DELIVERY: June 26, 2012

CLOSING LOCATION: Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019

MATURITY: June 26, 2017

INTEREST RATE:

1.000% per annum

INTEREST PAYMENT DATES:

June 26 and December 26 of each year, commencing December 26, 2012

DOCUMENTS TO BE DELIVERED:

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The following documents referred to in the Distribution Agreement shall be delivered as a condition to the Closing:

- (1) The opinion or opinions of counsel to the Agents referred to in Section 4(h).
- (2) The opinion of counsel to the Company referred to in Section 4(i).
- (3) The accountants' letters referred to in Section 4(j), which shall be delivered on the date hereof with a bring-down comfort letter in form and substance satisfactory to the Agents to be delivered on the date of Closing.
- (4) The officers' certificate referred to in Section 4(k).

OTHER PROVISIONS (INCLUDING SYNDICATE PROVISIONS, IF APPLICABLE):

Schedule of Agents:

Agents	Principal Amount of 1.000% Notes due 2017
Citigroup Global Markets Inc.	\$ 162,500,000
Deutsche Bank Securities Inc.	162,500,000
Morgan Stanley & Co. LLC	162,500,000
Barclays Capital Inc.	32,500,000
Goldman, Sachs & Co.	32,500,000
J.P. Morgan Securities LLC	32,500,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	32,500,000
UBS Securities LLC	32,500,000
Total	<u>\$ 650,000,000</u>

2.000% NOTES DUE 2022

TITLE OF PURCHASED SECURITIES:

Medium-Term Notes, Series F, 2.000% due 2022

AGGREGATE PRINCIPAL AMOUNT:

\$600,000,000

Price to Public: 98.515%

PURCHASE PRICE to be paid by Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC, Barclays Capital Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC:

98.065% of the principal amount of the Purchased Securities, plus accrued interest, if any, from June 26, 2012.

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METHOD OF AND SPECIFIED FUNDS FOR PAYMENT OF PURCHASE PRICE:

By wire transfer to a bank account specified by the Company in immediately available funds.

INDENTURE:

Indenture, dated as of November 17, 2000, as supplemented by a First Supplemental Indenture dated as of July 29, 2011 and as it may be further supplemented from time to time, between the Company and The Bank of New York Mellon Trust Company, N.A., Trustee

APPLICABLE TIME: 4:40 p.m. June 21, 2012 Eastern Time

TIME OF DELIVERY: June 26, 2012

CLOSING LOCATION: Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019

MATURITY: June 26, 2022

INTEREST RATE:

2.000% per annum

INTEREST PAYMENT DATES:

June 26 and December 26 of each year, commencing December 26, 2012

DOCUMENTS TO BE DELIVERED:

The following documents referred to in the Distribution Agreement shall be delivered as a condition to the Closing:

- (1) The opinion or opinions of counsel to the Agents referred to in Section 4(h).
- (2) The opinion of counsel to the Company referred to in Section 4(i).
- (3) The accountants' letters referred to in Section 4(j), which shall be delivered on the date hereof with a bring-down comfort letter in form and substance satisfactory to the Agents to be delivered on the date of Closing.
- (4) The officers' certificate referred to in Section 4(k).

OTHER PROVISIONS (INCLUDING SYNDICATE PROVISIONS, IF APPLICABLE):

Schedule of Agents:

<u>Agents</u>	<u>Principal Amount of 2.000% Notes due 2022</u>
Citigroup Global Markets Inc.	\$ 150,000,000
Deutsche Bank Securities Inc.	150,000,000
Morgan Stanley & Co. LLC	150,000,000
Barclays Capital Inc.	30,000,000
Goldman, Sachs & Co.	30,000,000
J.P. Morgan Securities LLC	30,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	30,000,000
UBS Securities LLC	30,000,000
Total	<u>\$ 600,000,000</u>

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Schedule II

Materials Other than the Pricing Prospectus and Final Term Sheet Included in the
Disclosure Package

None

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Schedule III

Issuer Free Writing Prospectuses Not Included in the
Disclosure Package

Road Show: None

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Exhibit A

Final Term Sheet

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June 26, 2012

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

Re: 3M Company
Registration Statement on Form S-3 (Registration No. 333-176082)

Ladies and Gentlemen:

I am the Deputy General Counsel of 3M Company, a Delaware corporation (the "Company"), and as such I have acted as counsel in connection with the issuance and sale by the Company of \$650,000,000 principal amount of the Company's 1.000% Notes due 2017 (the "1.000% Notes") and \$600,000,000 principal amount of the Company's 2.000% Notes due 2022 (the "2.000% Notes" and, together with the 1.000% Notes, the "Securities"), Medium-Term Notes, Series F pursuant to the Terms Agreement, dated June 21, 2012 (the "Terms Agreement") among the Company and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Morgan Stanley & Co. LLC and the other Agents named therein and to the Distribution Agreement, dated September 2, 2011 (the "Distribution Agreement"), among the Company and Goldman, Sachs & Co., Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and UBS Securities LLC. The Securities have been offered pursuant to a Prospectus dated August 5, 2011, a Prospectus Supplement dated September 2, 2011 and a Pricing Supplement dated June 21, 2012. The Securities will be issued under the Indenture, dated as of November 15, 2000 (the "Original Indenture"), between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to Citibank, N.A.), as trustee, as supplemented by the First Supplemental Indenture, dated as of July 29, 2011 (the "First Supplemental Indenture" and together with the Original Indenture, the "Indenture"). Capitalized terms used herein but not otherwise defined shall have the meaning assigned to them in the Terms Agreement or the Distribution Agreement.

I have examined and am familiar with originals, or copies certified or otherwise identified to my satisfaction, of such documents, corporate records, certificates of officers of the Company and of public officials and such other instruments as I have deemed necessary or appropriate as a basis for the opinions expressed below, including the Registration Statement on Form S-3 (Registration No. 333-176082) (such registration statement, as amended to the date hereof, including the documents incorporated by reference therein, the "Registration Statement"), the Prospectus, the Prospectus Supplement, the Pricing Supplement, the Company's Certificate of Incorporation, the Company's By-Laws, the Indenture, the Securities, the Distribution Agreement and the Terms Agreement. In such examination, I have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to the Company as copies; (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records,

documents, instruments and certificates I have reviewed; and (d) the certificates representing the Securities conform as to form to the form of global notes examined by me.

Based on such examination, I am of the opinion that the issuance of \$650,000,000 principal amount of the 1.000% Notes and \$600,000,000 principal amount of the 2.000% Notes has been duly authorized by all necessary action by the Board of Directors and the authorized officers of the Company and will constitute valid and legally binding obligations of the Company enforceable against the Company in accordance with their terms (except to the extent enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer or other similar laws affecting the enforcement of creditors' rights generally and by the effect of general principals of equity, regardless of whether enforceability is considered in a proceeding in equity or at law) when the Securities shall have been duly executed by the Company and authenticated by the Trustee as provided in the Indenture and shall have been duly delivered to the purchasers thereof against payment of the agreed consideration therefor.

The foregoing opinion is limited to the Federal laws of the United States of America, the laws of the State of New York and the General Corporation Law of the State of Delaware. I hereby consent to the incorporation by reference of this opinion as an exhibit to the above-referenced Registration Statement to the use of my name wherever it appears in the Registration Statement, Prospectus and the Prospectus Supplement. In giving such consent, I do not thereby admit that I am within the category of persons whose consent is required by Section 7 of the Act or the related rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Gregg M. Larson

Gregg M. Larson
Deputy General Counsel
