SEC Form 5

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FORM 5

Form 3 Holdings Reported.

m 4 Transactions Departed

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Westigeter D.O. 00540

UNITED OTATED OFOUDITIES AND EVOLUANCE COMMISSION Washington, D.C. 20549

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)	Amount	(A) or (D)	Price	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Date				2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) or Disposed Of (Instr. 3, 4 and 5)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
(City)	(State)	(Zip))									
(Street) ST. PAUL MN 55144-1000								X Form filed by One Reporting Person Form filed by More than One Reporting Person				
				4. If Amendment	4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line)			
3M CENTER	(Last) (First) (Midd								EXEC VP DIS		,	
(1. cot)		() () ()		3. Statement for 12/31/2009	Issuer's Fisca	I Year Ended (Month	h/Day/Yea	ır)	X Officer (give title below)	Ot	her (specify low)	
				2. Issuer Name and Ticker or Trading Symbol <u>3M CO</u> [MMM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
<u> </u>				,								

Common Stock 12/31/2009 J ⁽¹⁾ 12,937 D (2) 7,512 ⁽³⁾ D Common Stock Image: Common Stock							una 4)		
Common Stock 3,152 ⁽⁴⁾ I 401k/paesop	Common Stock	12/31/2009	J ⁽¹⁾	12,937	D	(2)	7,512 ⁽³⁾	D	
	Common Stock						3,152 ⁽⁴⁾		401k/paesop

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Price 9. Number of 11. Nature 10. Derivative Security (Instr. Transaction Code (Instr. Expiration Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. derivative Securities Conversion Date Execution Date Derivative Ownership of Indirect (Month/Day/Year) Derivative or Exercise Securities Form: Beneficial if any Beneficially Direct (D) 3) Price of (Month/Day/Year) 8) Acquired (A) or 3 and 4) Security Ownership Disposed of (D) Derivative (Instr. 5) Owned or Indirect (Instr. 4) Security (Instr. 3, 4 and 5) Following (I) (Instr. 4) Reported Amount . Transaction(s) (Instr. 4) Number Expiration Date of (A) (D) Exercisable Date Title Shares Restricted Stock (2)12/31/2009 **I**(1) 12 937 12 937 (2)12 937 D (5) (5) Common Stock Units

Explanation of Responses:

1. Due to reporting automation changes instituted by Issuer's stock plan vendor, the reporting person's restricted stock units will be reported on Table II going forward. This transaction indicates the number of restricted stock units that will be transferred to Table II.

2. Each restricted stock unit represents a contingent right to receive one share of 3M common stock.

3. Includes shares acquired under 3M's General Employee Stock Purchase Plan; includes shares acquired under 3M's Dividend Reinvestment Program.

4. Includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.

5. The restricted stock units will vest 100% three years from the grant date (2/9/2009).

George Ann Biros, attorney-in-fact 01/15/2010 for Michael A. Kelly

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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