SEC Form 5

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FORM 5

Form 3 Holdings Reported.

m 4 Transactions Reported

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

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 or Section 30(h) of the Investment Company Act of 1940

	is Reported.		of Section 30(h) of the investment Company Act of 1340						
1. Name and Address Meline David	s of Reporting Person *		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					
(Last) 3M CENTER	, , , , , , , ,		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009	X Officer (give title Other (specify below) VP CORP CNTRLR & CF ACCTG OFCR					
(Street) ST PAUL	MN	55144-1000	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

· · · · · ·											
1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acqu (Instr. 3, 4 and 5)	ired (A) or	Disposed Of (D)	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Month/Day/Year)			Amount	(A) or (D)	Price	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)			
Common Stock	12/31/2009		J ⁽¹⁾	4,159	D	(2)	8,356	D			
Common Stock	12/31/2009		J ⁽¹⁾	6,253	D	(2)	2,103	D			
Common Stock							169(3)	I	By 401k/paesop Trust		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, cans, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(2)	12/31/2009		J ⁽¹⁾	4,159		(5)	(5)	Common Stock	4,159	(2)	4,159	D	
Restricted Stock Units	(2)	12/31/2009		J (1)	6,253		(4)	(4)	Common Stock	6,253	(2)	6,253	D	

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 during the fiscal year pursuant to the 3M Voluntary Investment Plan.

4. The terms of the initial award (9,379 restricted stock units) provided for vesting in four equal installments on the anniversary of the grant date, September 2, 2008.

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

/s/ George Ann Biros, attorney-in-	01/11/2010			
fact for David W. Meline	01/11/2010			
** Signature of Reporting Person	Date			

** Signature of Reporting Person

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.