SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3235-0287 hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Woodworth John K				r Name and Ticker (or Trading Sym	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) 3M CENTER	(First)	(Middle)	3. Date 0 02/09/2	of Earliest Transacti 2010	on (Month/Day/	Year)	x v	Officer (give title below)	Other (below)	specify		
(Street) <u>ST. PAUL MN 55144-1000</u> (City) (State) (Zip)			4. If Ame	endment, Date of Or	iginal Filed (Mc	nth/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					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3) 2. Tran: Date			2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a		5. Amount of Securities	6. Ownership Form: Direct (D)	7. Nature of Indirect		

	(Month/Day/Year)	if any (Month/Day/Year)	Code (In 8)					Following Reported	or Indirect (I) (Instr. 4)	Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											

1. Title of Derivative Security (Instr.	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	Execution Date, Transact		nsaction Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr.		Derivative	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial	
3)	Price of Derivative Security		(Month/Day/Year)	8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				3 and 4)		(Instr. 5)	Reported	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(1)	02/09/2010		Α		6,987		(2)	(2)	Common Stock	6,987	\$0	6,987	D	
Non-qualified Stock Option (Right to Buy)	\$78.72	02/09/2010		A		23,472 ⁽³⁾		02/09/2011	02/07/2020	Common Stock	23,472	\$0	23,472	D	

Explanation of Responses:

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

2. The restricted stock units will vest in equal installments on each of the first three anniversaries of the grant date (2/9/2010).

3. This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/9/2010).

George Ann Biros, attorney-in-fact 02/10/2010 for John K. Woodworth

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.

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