FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number: | 3235-0362 | | | | | | | |
| Estimated average burden | | | | | | | | |
| hours per response: | 1.0 | | | | | | | |

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

Form 3 Holdings Reported.

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

| 1. Name and Address of Reporting Person's 1. Day ARD M 1. Da | Form 4 Transac | tions Reported | | | or Sect | tion 30(l | n) of the Inv | estment Con | pany Act | of 1940 | | | | | | | |
|--|-----------------------------------|---|-----------------------------|------------------------|--|--|---------------|-----------------|----------|---------|--|------------------------|-------------------------------------|--|------------------------------------|---|--|
| 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by More than One Reporting Person For | . • | | | | | | | | | | | (Check all applicable) | | | | | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) CHICAGO IL 60611 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at expression of Indirect Beneficially Owned at end of Issuer's Fiscal Year (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired (Instr. 3) Tansaction Date (Instr. 4) Table II - Derivative Securities Indirect Securities Securitie | (Last) (First) (Middle) | | | | ` ' ' | | | | | | | | Officer (giv | e title | | Other (s | · |
| Chicago IL Color City | 400 N. MICHIGAN AVENUE, SUITE 400 | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | , | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 3, 4 and 5) 2. Transaction (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction (Month/Day/Year) (Instr. 3, 4 and 5) 2. Transaction (Month/Day/Year) (Instr. 3, 4 and 5) 3. Transaction (Code (Instr. 8)) 4. Securities Acquired (A) or Disposed of (D) Amount (A) or Price (Instr. 3) 3. Transaction (Instr. 3, 4 and 5) 3. Transaction (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) Price (Instr. 3) 3. Transaction (Instr. 4) 3. Transaction (Instr. 3) 3. Transaction (Instr. 4) | | | | 511 | | | | | | | | | , , , | | | | g Person |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Mon | (City) | (State) | (Zip |) | | | | | | | | | | | | | |
| Date (Month/Day/Year) Execution Date (Month/Day/Year) Month/Day/Year) Month/Day/Year) Execution Date (Month/Day/Year) Month/Day/Year) Month/Da | | | Tal | ble I - Non-Der | ivative Se | ecuriti | ies Acqu | ired, Disp | osed o | f, or E | Benefici | ally Ov | vned | | | | |
| Common Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (Month/Day/Year) Price of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Securities (Month/Day/Year) (Month/Day/Year) Price of Date (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Securities (Month/Day/Year) Security (Instr. 3) Security (Instr. 4) | Date | | | Execution Date, | | Transaction | | | | | Securities | | Form: Direct | | Indirect | | |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Security (Instr. 3) Derivative Price of Derivative Derivative Securities 3. Transaction Date (Month/Day/Year) Month/Day/Year) 4. Transaction Derivative Securities Month/Day/Year) Month/Day/Year) 3. Transaction Date (Month/Day/Year) Month/Day/Year) 4. Transaction Derivative Securities Month/Day/Year) Month/Day/Year) 4. Transaction Derivative Securities Month/Day/Year) Month/Day/Year) 5. Number of Derivative Securities Month/Day/Year) Month/Da | | | | (Month/Day/Tear) | | | | 1 | | | Price | | at end of Issue Fiscal Year (Ins | end of Issuer's scal Year (Instr. 3 | | i) Owi | Ownership |
| (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) Price of Derivative | Common Stock | | | | | | | | | | | 33,563(1) | | I | | rporation | |
| Derivative Security (Instr. 3) Price of Derivative Price Pri | | | | | | | | | | | | | | | | | |
| Reported | Derivative | Conversion or Exercise Price of Derivative | on Date (Month/Day/Year) | Execution Date, if any | Code (Instr. | Derivative Securities Acquired (A) or Disposed of (D) | | Expiration Date | | Secu | Securities Underly Derivative Securit | | of Derivative Security | derivat Securit Benefic Owned Follow | tive ties cially I ing | Ownership Form: Direct (D) or Indirect | of Indirect Beneficial Ownership (Instr. 4) |
| Explanation of Responses: Amount or Number of Shares Amount or Number of Shares Nu | | | | | | (A) | (D) | | | | | or Number | s | Transa | ction(s) | | |

1. Includes acquisition of deferred dividend reinvestment shares pursuant to 3M's Compensation Plan for Non-Employee Directors.

George Ann Biros, attorney-in-fact 01/31/2012 for Edward M. Liddy

** 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.