SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person [*] Kelly Michael A	2. Issuer Name **and** Ticker or Trading Symbol 3M CO [MMM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle) 3M CENTER	3. Date of Earliest Transaction (Month/Day/Year) 11/27/2012	Director 10% Owner X Officer (give title below) Other (specify below) Executive Vice President
(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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2012		M		13[(1)]	A	$89.6	8,406	D	
Common Stock	11/27/2012		F		13[(1)]	D	$89.6	8,393	D	
Common Stock	11/27/2012		M		24[(1)]	A	$89.6	8,417	D	
Common Stock	11/27/2012		F		24[(1)]	D	$89.6	8,393	D	

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)	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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 Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	[(2)]	11/27/2012		M			13[(1)]	[(3)]	[(3)]	Common Stock	13	$0	539	D	
Restricted Stock Units	[(4)]	11/27/2012		M			24[(1)]	[(5)]	[(5)]	Common Stock	24	$0	1,021	D	

Explanation of Responses:

1. Shares withheld for FICA tax for retirement eligible executives.

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

3. The restricted stock units will vest 100% on the first business day of the third calendar year following the year of the grant; vest date is 01/02/2013.

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

5. The restricted stock units will vest 100% five years from the grant date (9-1-2011).

George Ann Biros, attorney-in-fact for Michael A. Kelly   11/28/2012

** Signature of Reporting Person   Date