SEC Form 5

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FORM 5

Form 3 Holdings Reported.

Form 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
Westigestern D.O. 00540

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

1. Name and Addr THULIN IN	<u>3M CC</u>	2. Issuer Name and Ticker or Trading Symbol <u>3M CO</u> [MMM]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner								
(Last) (First) (Mid 3M CENTER			ddle)		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2014							X			Other (s below) t & CEO	pecify	
(Street) ST. PAUL MN 551 (City) (State) (Zip))	4. If Amer	4. If Amendment, Date of Original Filed (Month/Day/Year)							 Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person 					
		Та	ble I - Non-De	rivative S	ecuri	ties Acqu	ired, Dis	oosed of	, or E	Benefici	ally O	wned					
Date				Execution I	2A. Deemed Execution Date,		n (Instr. 3, 4	4. Securities Acquired (A) or Disposed Of (Instr. 3, 4 and 5)				Securities		6. Ownership Form: Direct		7. Nature of Indirect	
		(Month/Day/Year)		if any (Month/Day/Year)		Amount	(A (D	() or)) Price			Beneficially Ov at end of Issue Fiscal Year (Ins and 4)	r's ((D) or Indirect (I) (Instr. 4)		Beneficial Ownership (Instr. 4)		
Common Stock 08/08/2014						G	1,05	0	D	\$ <mark>0</mark>		60,853		D			
Common Stock												1,466(1)		Ι		By 401k/paesop Trust	
	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)	erivative Conversion Date Execut ecurity (Instr. 3) or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Deriva Code (Instr. Secur 8) Acqui Dispo			Expiration D	. Date Exercisable and xpiration Date Month/Day/Year)				t	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		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		or Numbe of Shar		(Instr. 4	4)			

Explanation of Responses:

1. Includes shares acquired pursuant to the 3M Voluntary Investment Plan.

/s/ Sheila B. Claugherty, attorneyin-fact for Inge G. Thulin 01/07/2015

** 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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steve J. Beilke, George Ann Biros, Sheila B. Claugherty, Michael M. Dai, Patricia L. Meagher, and Gregg M. Larson, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of 3M Company, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the above named attorneys-in-fact and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either of such attorneys-infact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of December, 2014.

STATE OF MINNESOTA)) ss. COUNTY OF RAMSEY)

On this 23rd day of December, 2014, Inge G. Thulin personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Joanne E. Cernohous Notary Public

My Commission Expires: 1/31/2015