SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB AFFROVAL
OMB Number: 3235-0104
Estimated average burden
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 Ad Shafer Ste	ddress of Reporting	2. Date of Event Requiring Statement (Month/Day/Year 04/01/2019		3. Issuer Name and Ticker or Trading Symbol 3M CO [MMM]							
(Last) (First) (Middle) 3M CENTER (Street) MAPLEWOOD MN 55144					4. Relationship of Reporting Person(s) to Issur (Check all applicable) Director 10% 0		s) to Issuer		. If Amendment, Date of Original Filed Month/Day/Year)		
			_			X Officer (give title below) Senior VP-Bus Dev-		fy App	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
					Senior VI-Bus Devel		Warkening				
(City)	(State)	(Zip)									
			Table I - Nor	n-Deriva	ative Se	curities Beneficially	Owned				
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4)		3. Ownership Form: Direct Indirect (I) (In	(D) or 5)	Nature of Indirect Beneficial Ownership (Instr.		
Common Stock						812.2711(1)	D				
						rities Beneficially O ptions, convertible s					
1. Title of Derivative Security (Instr. 4)			Expiration Da	2. Date Exercisable and Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlyir Derivative Security (Instr. 4)		4. Conversion or Exercise	(D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiratio Date	on Title		Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)		
Restricted Stock Units			(2)	(2)		Common Stock	1,298	(3)	D		
Non-qualified Stock Option (Right to Buy)			02/05/2014	02/03/202	3	Common Stock	3,145	101.49	D		
Non-qualified Stock Option (Right to Buy)			02/04/2015	02/02/202	4	Common Stock	2,338	126.72	D		
Non-qualified Stock Option (Right to Buy)			02/03/2016	02/03/202	:5	Common Stock	4,090	165.94	D		
Non-qualified Stock Option (Right to Buy)			02/02/2017	02/02/202	.6	Common Stock	5,964	147.87	D		
Non-qualified Stock Option (Right to Buy)			02/06/2018	02/06/202	.7	Common Stock	12,882	175.76	D		
Non-qualified Stock Option (Right to Buy)			02/06/2019	02/04/202	8	Common Stock	7,279	233.63	D		
Non-qualified Stock Option (Right to Buy)			02/05/2020	02/04/202	.9	Common Stock	7,400	201.12	D		

Explanation of Responses:

1. Includes shares acquired under 3M's General Employee Stock Purchase Plan.

2. The restricted stock units will vest 100% five years from the grant date of 06/01/2015

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

/s/ Sheila B. Claugherty, attorneyin-fact for Mr. Shafer 04/08/2019

** 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 5 (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.

OMB APPROVAL

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby constitutes and appoints each of Sheila B. Claugherty, David Calder, 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 19th day of March, 2019.

STATE OF MINNESOTA)) ss. COUNTY OF RAMSEY)

On this 19th day of March, 2019, Stephen Shafer 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/ Tamera J. Zappa Notary Public

My Commission Expires: 1/31/2020