

3M CO

Form 4

February 17, 2005

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MacDonald Robert D III

(Last) (First) (Middle)

3M CENTER

(Street)

ST. PAUL, MN 55144

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
3M CO [MMM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

VICE PRESIDENT MARKETING

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. 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	02/16/2005		M		3,490	A	\$ 28.6348
Common Stock	02/16/2005		F		1,159	D	\$ 86.175
Common Stock	02/16/2005		M		1,318	A	\$ 61.85
Common Stock	02/16/2005		F		945	D	\$ 86.175
Common Stock	02/16/2005		F		121	D	\$ 86.175

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Common Stock	02/16/2005	M	1,493	A	\$ 61.85	16,644	D	
Common Stock	02/16/2005	F	1,071	D	\$ 86.175	15,573	D	
Common Stock	02/16/2005	F	137	D	\$ 86.175	15,436	D	
Common Stock						1,711	I	by 401k/PAESOP Trust
Common Stock						9,614	I	by Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 28.6348	02/16/2005		M		3,490		05/09/1996	05/09/2005	Common Stock	3,490
Non-Qualified Stock Option (right to buy)	\$ 61.85	02/16/2005		M		1,318		11/13/2003	05/06/2005	Common Stock	1,318
Non-Qualified Stock Option (right to buy)	\$ 61.85	02/16/2005		M		1,493		11/13/2003	05/06/2005	Common Stock	1,493

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

MacDonald Robert D III
3M CENTER
ST. PAUL, MN 55144

VICE PRESIDENT MARKETING

Signatures

By: George Ann Biros For: Robert D
MacDonald

02/16/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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.

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