

3M CO
Form 4
October 29, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ashish Khandpur K

(Last) (First) (Middle)
3M CENTER

(Street)

ST. PAUL, MN 55144-1000

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Chief Tech. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (D) Price			
Common Stock	10/28/2015		M	309 A \$ 101.49	1,061	D	
Common Stock	10/28/2015		S	309 D \$ 156.49	752	D	
Common Stock	10/28/2015		M	155 A \$ 126.72	907	D	
Common Stock	10/28/2015		S	155 D \$ 156.49	752	D	
Common Stock					752 ⁽¹⁾	I	by Spouse

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Common Stock 728 ⁽²⁾ I Spouse 401k/paesop

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(3)</u>	08/14/2015		J	85 <u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	85
Restricted Stock Units	<u>(3)</u>	08/14/2015		J	93 <u>(7)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	93
Non-qualified Stock Option (Right to Buy) <u>(9)</u>	\$ 101.49	08/14/2015		J	156 <u>(10)</u>	02/05/2014	02/03/2023	Common Stock	156
Non-qualified Stock Option (Right to Buy) <u>(11)</u>	\$ 126.72	08/14/2015		J	313 <u>(10)</u>	02/04/2015	02/02/2024	Common Stock	313
Non-qualified Stock Option (Right to Buy) <u>(9)</u>	\$ 101.49	10/28/2015		M	309	02/05/2014	02/03/2023	Common Stock	309
Non-qualified Stock Option (Right to Buy) <u>(11)</u>	\$ 126.72	10/28/2015		M	155	02/04/2015	02/02/2024	Common Stock	155

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ashish Khandpur K 3M CENTER ST. PAUL, MN 55144-1000			Sr. VP, Chief Tech. Officer	

Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Ashish K.
Khanpur

10/29/2015

__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).
- (1) Includes shares acquired pursuant to 3M's Dividend Reinvestment Plan.
- (2) Includes shares acquired pursuant to the 3M Voluntary Investment Plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
- (4) On August 14, 2015, the Issuer cancelled the option of 85 shares of 3M Common Stock granted to the reporting person on 2/4/2014, due to termination of service.
- (5) The restricted stock units will vest on 2/4/2017.
- (6) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
- (7) On August 14, 2015, the Issuer cancelled the option of 93 shares of 3M Common Stock granted to the reporting person on 2/5/2013, due to termination of service.
- (8) The restricted stock units will vest on 2/5/2016.
- (9) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/5/2013).
- (10) On August 14, 2015, due to termination of service, the unvested portion of the option could not be exercised.
- (11) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/4/2014).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.