

3M CO  
Form 4  
May 09, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
NOZARI M S

(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)  
05/08/2006

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)  
EXEC VP CONSUMER & OFFICE

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	(A) or (D)	Price
Common Stock	05/08/2006		M		12,698	A	\$ 62.675
Common Stock	05/08/2006		F		9,074	D	\$ 87.705
Common Stock	05/08/2006		F		1,185	D	\$ 87.705
Common Stock	05/08/2006		M		36,578	A	\$ 61.85
Common Stock	05/08/2006		F		25,794	D	\$ 87.705
							109,714
							100,640
							99,455
							136,033
							110,239

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Common Stock	05/08/2006	F	4,162	D	\$ 87.705	106,077	D	
Common Stock	05/08/2006	M	15,620	A	\$ 62.675	121,697	D	
Common Stock	05/08/2006	F	11,162	D	\$ 87.705	110,535	D	
Common Stock	05/08/2006	F	1,461	D	\$ 87.705	109,074	D	
Common Stock	05/08/2006	M	2,716	A	\$ 62.675	111,790	D	
Common Stock	05/08/2006	F	1,940	D	\$ 87.705	109,850	D	
Common Stock	05/08/2006	F	253	D	\$ 87.705	109,597	D	
Common Stock	05/08/2006	M	62,231	A	\$ 64.5	171,828	D	
Common Stock	05/08/2006	F	45,765	D	\$ 87.705	126,063	D	
Common Stock	05/08/2006	F	6,588	D	\$ 87.705	119,475	D	
Common Stock						4,317	I	by 401k/PAESOP Trust

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

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SEC 1474  
(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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 61.85	05/08/2006		M		36,578	05/14/2004 05/12/2013	Common Stock



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The directly-held common stock holding reported in Table I includes shares acquired pursuant to 3M's Dividend Reinvestment

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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