

MCNERNEY W JAMES JR

Form 5

February 03, 2005

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
MCNERNEY W JAMES JR

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20044. 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)

Chairman Of The Board &amp; CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	240,571	D	Â
Common Stock <sup>(1)</sup>	Â	Â	Â	Â	Â	Â	442	I	by 401k/PAESOP

Reminder: Report on a separate line for each class of  
securities beneficially owned directly or indirectly.**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 control number.**SEC 2270  
(9-02)

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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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Incentive Stock Option (right to buy)	\$ 58.625	Â	Â	Â	Â Â	05/08/2002 05/08/2011	Common Stock 1,000
Non-Qualified Option (right to buy)	\$ 51.525	Â	Â	Â	Â Â	01/02/2002 12/04/2010	Common Stock 1,000
Non-Qualified Option (right to buy)	\$ 58.625	Â	Â	Â	Â Â	05/08/2002 05/08/2011	Common Stock 350
Non-Qualified Stock Options (right to buy)	\$ 61.85	Â	Â	Â	Â Â	05/14/2004 05/12/2013	Common Stock 430
Non-Qualified Stock Options (right to buy)	\$ 64.5	Â	Â	Â	Â Â	05/15/2003 05/14/2012	Common Stock 430
Non-Qualified Stock Options (right to buy)	\$ 69.675	Â	Â	Â	Â Â	01/24/2004 12/04/2010	Common Stock 320
Non-Qualified Stock Options (right to buy)	\$ 82.6	Â	Â	Â	Â Â	02/05/2005 05/07/2010	Common Stock 610
Non-Qualified Stock Options (right to buy)	\$ 84.4	Â	Â	Â	Â Â	05/12/2005 05/09/2014	Common Stock 370

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNERNEY W JAMES JR	Â X	Â	Â Chairman	Â

3M CENTER  
ST. PAUL, MN 55144-1000

Of The Board  
& CEO

## Signatures

By: George Ann Biros For: W James  
McNerney

02/03/2005

\_\_\_\_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).
- (1) The indirectly-held common stock holding (401k/PAESOP) reported in Table I includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.