

3M CO
Form 4
May 09, 2006

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 *
YEOMANS JAN L

(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)
05/05/2006

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)
VICE PRESIDENT AND TREASURER

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)
				(A) or (D)	Price		
Common Stock	05/05/2006		M	3,172	A \$ 31.5175	60,513	D
Common Stock	05/05/2006		F	1,150	D \$ 86.92	59,363	D
Common Stock	05/05/2006		M	8,828	A \$ 62.85	68,191	D
Common Stock	05/05/2006		F	6,383	D \$ 86.92	61,808	D
Common Stock	05/05/2006		F	799	D \$ 86.92	61,009	D

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Common Stock	05/05/2006	M	1,153	A	\$ 59.575	62,162	D
Common Stock	05/05/2006	F	790	D	\$ 86.92	61,372	D
Common Stock	05/05/2006	F	118	D	\$ 86.92	61,254	D
Common Stock	05/05/2006	M	3,968	A	\$ 59.575	65,222	D
Common Stock	05/05/2006	F	2,719	D	\$ 86.92	62,503	D
Common Stock	05/05/2006	F	408	D	\$ 86.92	62,095	D
Common Stock	05/05/2006	M	28,000	A	\$ 61.85	90,095	D
Common Stock	05/05/2006	F	19,924	D	\$ 86.92	70,171	D
Common Stock	05/05/2006	F	3,008	D	\$ 86.92	67,163	D
Common Stock	05/05/2006	M	9,962	A	\$ 62.85	77,125	D
Common Stock	05/05/2006	F	7,203	D	\$ 86.92	69,922	D
Common Stock	05/05/2006	F	902	D	\$ 86.92	69,020	D
Common Stock	05/05/2006	M	15,000	A	\$ 62.85	84,020	D
Common Stock	05/05/2006	F	10,846	D	\$ 86.92	73,174	D
Common Stock	05/05/2006	F	1,358	D	\$ 86.92	71,816	D
Common Stock	05/05/2006	M	3,622	A	\$ 64.5	75,438	D
Common Stock	05/05/2006	F	2,687	D	\$ 86.92	72,751	D
Common Stock	05/05/2006	F	305	D	\$ 86.92	72,446	D
Common Stock						2,622	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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(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)
					(A)	(D)	Date Exercisable	Expiration Date	
Incentive Stock Option (right to buy)	\$ 31.5175	05/05/2006		M		3,172	05/14/1997	05/14/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 59.575	05/05/2006		M		1,153	11/07/2001	05/13/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 59.575	05/05/2006		M		3,968	11/07/2001	05/12/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 61.85	05/05/2006		M		28,000	05/14/2004	05/12/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.85	05/05/2006		M		8,828	10/26/2002	05/12/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.85	05/05/2006		M		9,962	10/26/2002	05/08/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.85	05/05/2006		M		15,000	10/26/2002	05/07/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 64.5	05/05/2006		M		3,622	05/15/2003	05/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.95	05/05/2006		A	908		11/05/2006	05/11/2007	Common Stock
Non-Qualified Stock Option	\$ 86.95	05/05/2006		A	3,127		11/05/2006	05/12/2008	Common Stock

(right to buy)								
Non-Qualified Stock Option (right to buy)	\$ 86.95	05/05/2006	A	8,105	11/05/2006	05/11/2009		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.95	05/05/2006	A	12,204	11/05/2006	05/07/2010		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.95	05/05/2006	A	2,992	11/05/2006	05/14/2012		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.95	05/05/2006	A	22,932	11/05/2006	05/13/2013		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YEOMANS JAN L 3M CENTER ST. PAUL, MN 55144-1000			VICE PRESIDENT AND TREASURER	

Signatures

By: George Ann Biros For: Janet L
Yeomans

05/08/2006

__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).

Remarks:

The indirectly-held common stock holding (401k/PAESOP) reported in Table I includes shares acquired during the fiscal year
The directly-held common stock holding reported in Table I includes shares acquired during the fiscal year pursuant to 3M's G

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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