

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

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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.

**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 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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Non-Qualified Stock Option (right to buy)	\$ 62.675	05/08/2006	M	12,698	11/05/2003	05/12/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.675	05/08/2006	M	15,620	11/05/2003	05/11/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.675	05/08/2006	M	2,716	11/05/2003	05/12/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 64.5	05/08/2006	M	62,231	05/15/2003	05/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 87.75	05/08/2006	A	12,623	11/08/2006	05/11/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 87.75	05/08/2006	A	2,193	11/08/2006	05/12/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 87.75	05/08/2006	A	52,353	11/08/2006	05/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 87.75	05/08/2006	A	29,956	11/08/2006	05/13/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOZARI M S 3M CENTER ST. PAUL, MN 55144-1000			EXEC VP CONSUMER & OFFICE	

## Signatures

By: George Ann Biros For: Mohammed S  
Nozari

05/09/2006

\_\_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

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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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