

MAHAN JAMES T
Form 5
February 03, 2005

FORM 5

**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).
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

1. Name and Address of Reporting Person *
MAHAN JAMES T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT ENGRG MFG & LOG

(Last) (First) (Middle)
3M CENTER BLDG 0220 11 02
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST PAUL, MN 551441000

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock ⁽¹⁾ | 09/24/2004 | ∅ | G | 50 D \$ 0 | 18,162 | D | ∅ |
| Common Stock | ∅ | ∅ | ∅ | ∅ ∅ ∅ | 3,440 | 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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Incentive Stock Option (right to buy) | \$ 31.5175 | Â | Â | Â | Â | Â | 05/14/1997 | 05/14/2006 | Common Stock | 3,1 |
| Incentive Stock Option (right to buy) | \$ 43.35 | Â | Â | Â | Â | Â | 05/09/2001 | 05/09/2010 | Common Stock | 2,3 |
| Incentive Stock Option (right to buy) | \$ 45.85 | Â | Â | Â | Â | Â | 05/13/1998 | 05/13/2007 | Common Stock | 2,1 |
| Incentive Stock Option (right to buy) | \$ 46.675 | Â | Â | Â | Â | Â | 05/12/1999 | 05/12/2008 | Common Stock | 2,1 |
| Incentive Stock Option (right to buy) | \$ 47.5 | Â | Â | Â | Â | Â | 05/11/2000 | 05/10/2009 | Common Stock | 2,1 |
| Incentive Stock Option (right to buy) | \$ 58.625 | Â | Â | Â | Â | Â | 05/08/2002 | 05/08/2011 | Common Stock | 1,7 |
| Non-Qualified Stock Option (right to buy) | \$ 58.625 | Â | Â | Â | Â | Â | 05/08/2002 | 05/08/2011 | Common Stock | 8,1 |
| Non-Qualified Stock Option (right to buy) | \$ 61.85 | Â | Â | Â | Â | Â | 05/14/2004 | 05/12/2013 | Common Stock | 26,4 |
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/06/2005 | Common Stock | 94 |
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/12/2006 | Common Stock | 1,2 |

| | | | | | | | | | | |
|---|----------|---|---|---|---|---|------------|------------|--------------|------|
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/11/2007 | Common Stock | 1,4 |
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/12/2008 | Common Stock | 7,0 |
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/11/2009 | Common Stock | 6,5 |
| Non-Qualified Stock Option (right to buy) | \$ 64.5 | Â | Â | Â | Â | Â | 09/19/2003 | 05/12/2006 | Common Stock | 25 |
| Non-Qualified Stock Option (right to buy) | \$ 64.5 | Â | Â | Â | Â | Â | 09/19/2003 | 05/11/2007 | Common Stock | 5,3 |
| Non-Qualified Stock Option (right to buy) | \$ 64.5 | Â | Â | Â | Â | Â | 09/19/2003 | 05/11/2009 | Common Stock | 56 |
| Non-Qualified Stock Option (right to buy) | \$ 64.5 | Â | Â | Â | Â | Â | 09/19/2003 | 05/07/2010 | Common Stock | 6,4 |
| Non-Qualified Stock Option (right to buy) | \$ 64.5 | Â | Â | Â | Â | Â | 09/19/2004 | 05/06/2011 | Common Stock | 5,6 |
| Non-Qualified Stock Option (right to buy) | \$ 64.5 | Â | Â | Â | Â | Â | 05/15/2003 | 05/14/2012 | Common Stock | 15,8 |
| Non-Qualified Stock Option (right to buy) | \$ 84.4 | Â | Â | Â | Â | Â | 05/12/2005 | 05/09/2014 | Common Stock | 35,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| MAHAN JAMES T 3M CENTER BLDG 0220 11 02 ST PAUL, MN 551441000 | Â | Â | Â VICE PRESIDENT ENGRG MFG & LOG | Â |

Signatures

By: George Ann Biros For: James T Mahan
Date: 12/31/2004

**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. The directly-held common stock holding reported in Table I includes shares acquired pursuant to 3M's Dividend Reinvestment Program in transactions exempt from Section 16; this total also includes shares acquired during the fiscal year pursuant to 3M's General Employee Stock Purchase Plan.

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