

3M CO Reported by WOODWORTH JOHN K

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/06/07 for the Period Ending 02/02/07

Address 3M CENTER

BLDG. 220-11W-02

ST PAUL, MN 55144-1000

Telephone 6517332204

CIK 0000066740

Symbol MMM

SIC Code 3841 - Surgical and Medical Instruments and Apparatus

Industry Constr. - Supplies & Fixtures

Sector Capital Goods

Fiscal Year 12/31



[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|---|-----------------|----------------------------------|---------------------|--|--|--|---|-----------------|------------------|--|---|--|------------------|--------------|---|--|--|---|
| Woodworth J | ohn K | | | 3 | \mathbf{M} | CO [| MM | M | [] | | | | | | | | | | |
| (Last) (First) (Middle) | | | | 3 | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | <i>(</i>) | Director 10% Owner | | | | vner | | |
| 3M CENTER | | | | | | | | | | | | | X Officer (give title below) Other (specify below) VICE PRESIDENT CORP SC OPERTNS | | | | | | |
| (Street) | | | | | | | | | | | | 6 | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| ST. PAUL, M | | | | | | | | | | | | | | | iled by One | | | | |
| (City) | (State) | (Zij | p) | | | | | | | | | | | Form file | ed by More t | han One | Reporting | Persor | 1 |
| | | Table | I - Non- | Deriv | vativ | ve Secu | rities | s A | cquire | d, I | Dispo | sed of, o | or Be | neficiall | y Owned | | | | |
| , | | 2. Trar Date | E E | Deemed Execution | 3. Trans. Code (Instr. 8) | | 4. Securities Acquire (A) or Disposed of ((Instr. 3, 4 and 5) | | | D) Owr | ned Fol | nt of Securities Beneficially ollowing Reported Transaction(s) | | | Form: | India Bene | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | Date, if ny | Code | V | Amount | (A) or (D) | Pri | | tr. 3 and | 14) | | | Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock 2 | | | | 2/2/20 | 07 | | S | | 1528 | D | \$73.79 | 917 | | 8297 | 7 | | D | | |
| Common Stock 2/ | | | | 2/2/20 | 07 | | М | | 2180 | A | \$45. | 85 | | 10477 | | | D | | |
| Common Stock 2/2 | | | | 2/2/20 | 07 | | F | | 1352 | D | \$73.8 | 95 | | 9125 | | | D | | |
| Common Stock | | | | | | | | | | | | | 2034 | | | I | by 4011 Trus | k/PAESOP st | |
| Tab | le II - Dei | rivative | Securit | ies Be | enef | icially | Own | ed | (e.g. , | put | s, cal | ls, warı | rants, | options | , convert | ible se | curities |) | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | Deemed Execution () Date, if any | Code | 8) E S A E C C C C C C C C C | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | | 7. Title and An Securities Undo Derivative Sec (Instr. 3 and 4) | | lying | Owned Followi | | Ownership Form of Derivative Security: Direct (D) or Indirect | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | V | (A) (| D) | Da Exe | te ercisable | | iration | Title | Amou Numb Share | per of | | Reported Transact (s) (Instr | tion 4) | istr. | |
| Non-Qualified Stock Option (right to buy) | \$84.4 | 2/2/2007 | | M | | 21 | 80 | 5/1 | 3/1998 | 5/9/ | 2014 | Common Stock | 1 | 2180 | \$0 | 14582 | 2 D | ,] | |

Explanation of Responses:

Remarks:

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.

Reporting Owners

| | reporting o where | | | | | | | | |
|----------|---------------------------------|---------------|-----------|---------|--|-------|--|--|--|
| Reportir | Damantina Oreman Nama / Adduses | Relationships | | | | | | | |
| | Reporting Owner Name / Address | Director | 10% Owner | Officer | | Other | | | |
| ſ | | | | | | | | | |

| Woodworth John K | |
|------------------------|--------------------------------|
| 3M CENTER | VICE PRESIDENT CORP SC OPERTNS |
| ST. PAUL MN 55144-1000 | |

Signatures

By: GeorgeAnn Biros For: John Karl Woodworth

2/6/2007

** Signature of Reporting Person

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.