

3M CO
Form 4
November 06, 2015

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McGrath Marlene Mary

(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)
11/05/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Senior VP - Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/05/2015		M		2,560	A	\$ 84.78	12,758	D
Common Stock	11/05/2015		S		2,560	D	\$ 159.23	10,198	D
Common Stock	11/05/2015		M		1,131	A	\$ 77.18	11,329	D
Common Stock	11/05/2015		S		100	D	\$ 159.212	11,229	D
Common Stock	11/05/2015		S		100	D	\$ 159.213	11,129	D

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Common Stock	11/05/2015	S	131	D	\$ 159.2135	10,998	D
Common Stock	11/05/2015	S	100	D	\$ 159.2166	10,898	D
Common Stock	11/05/2015	S	700	D	\$ 159.231	10,198	D
Common Stock	11/05/2015	M	1,335	A	\$ 54.11	11,533	D
Common Stock	11/05/2015	S	1,335	D	\$ 159.251	10,198	D
Common Stock	11/05/2015	M	4,100	A	\$ 78.72	14,298	D
Common Stock	11/05/2015	S	4,100	D	\$ 159.281	10,198	D

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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified Stock Option (Right to Buy)	\$ 84.78	11/05/2015		M	2,560	05/08/2008 05/08/2017	Common Stock 2,560
Non-qualified Stock Option (Right to Buy)	\$ 77.18	11/05/2015		M	1,131	05/13/2009 05/13/2018	Common Stock 1,131
Non-qualified Stock Option (Right to Buy)	\$ 54.11	11/05/2015		M	1,335	02/09/2010 02/08/2019	Common Stock 1,335

Non-qualified Stock Option (Right to Buy) (1)	\$ 78.72	11/05/2015	M	4,100	02/09/2011	02/07/2020	Common Stock	4,100
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGrath Marlene Mary 3M CENTER ST. PAUL, MN 55144-1000			Senior VP - Human Resources	

Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Marlene M. McGrath	11/06/2015
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____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) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/9/2010).

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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