

Woodworth John K
 Form 4
 May 07, 2012

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 *
 Woodworth John K

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3M CENTER

3. Date of Earliest Transaction (Month/Day/Year)
 05/03/2012

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

VICE PRESIDENT CORP SC OPERTNS

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

ST. PAUL, MN 55144-1000

(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 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 | 05/03/2012 | | M | | 15,018 (1) A \$ 84.4 | D | |
| Common Stock | 05/03/2012 | | F | | 14,179 (1) D \$ 89.39 | D | |
| Common Stock | 05/03/2012 | | F | | 357 (1) D \$ 89.39 | D | |
| Common Stock | 05/03/2012 | | M | | 30,532 A \$ 54.11 | D | |
| Common Stock | 05/03/2012 | | S | | 43 D \$ 89.32 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------------------|---|----------------|
| Common Stock | 05/03/2012 | S | 1,499 | D | \$ 89.33 | 43,652 | D | |
| Common Stock | 05/03/2012 | S | 1,052 | D | \$ 89.34 | 42,600 | D | |
| Common Stock | 05/03/2012 | S | 5,832 | D | \$ 89.35 | 36,768 | D | |
| Common Stock | 05/03/2012 | S | 6,516 | D | \$ 89.36 | 30,252 | D | |
| Common Stock | 05/03/2012 | S | 1,945 | D | \$ 89.37 | 28,307 | D | |
| Common Stock | 05/03/2012 | S | 2,626 | D | \$ 89.38 | 25,681 | D | |
| Common Stock | 05/03/2012 | S | 2,151 | D | \$ 89.39 | 23,530 | D | |
| Common Stock | 05/03/2012 | S | 1,792 | D | \$ 89.4 | 21,738 | D | |
| Common Stock | 05/03/2012 | S | 1,936 | D | \$ 89.41 | 19,802 | D | |
| Common Stock | 05/03/2012 | S | 1,957 | D | \$ 89.42 | 17,845 | D | |
| Common Stock | 05/03/2012 | S | 1,383 | D | \$ 89.43 | 16,462 | D | |
| Common Stock | 05/03/2012 | S | 1,600 | D | \$ 89.44 | 14,862 | D | |
| Common Stock | 05/03/2012 | S | 100 | D | \$ 89.4415 | 14,762 | D | |
| Common Stock | 05/03/2012 | S | 100 | D | \$ 89.445 | 14,662 ⁽²⁾ | D | |
| Common Stock | | | | | | 903.58 ⁽³⁾ | I | By Corporation |

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

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--|

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| Derivative Security | | | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|----------|------------|-----------------------------|----------------------|------------------|-----------------|--------------|
| | | | Code | V (A) (D) | | | |
| Non-qualified Stock Option (Right to Buy) | \$ 84.4 | 05/03/2012 | M | 15,018 <u>(1)</u> | 05/12/2005 | 05/09/2014 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 54.11 | 05/03/2012 | M | 30,532 | 02/09/2010 | 02/08/2019 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 89.39 | 05/03/2012 | A | 14,536 | 11/03/2012 | 05/09/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woodworth John K 3M CENTER ST. PAUL, MN 55144-1000 | | | VICE PRESIDENT CORP SC OPERTNS | |

Signatures

George Ann Biros, attorney-in-fact for John K. Woodworth 05/07/2012

__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).

This Form is being filed to report the exercise of a 3M stock option for a total of 15,018 shares by means of a stock swap. A stock swap is a method of exercising a stock option in which the option holder attests to the ownership of enough shares of stock already owned by the

(1) option holder to cover the exercise price of the option being exercised. As a result of this stock swap, the reporting person acquired ownership of an additional 482 shares of 3M common stock. As a result of this transaction, 357 shares were sold to pay withholding taxes to the respective government agencies.

(2) Includes shares acquired pursuant to 3M's Dividend Reinvestment Plan.

(3) Includes dividend share equivalents, accrued quarterly, pursuant to 3M's Performance Awards Deferred Compensation Plan.

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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