

Roman Michael F
Form 4
February 08, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Roman Michael F

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2018

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

ST. PAUL, MN 55144-1000

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

(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)
Common Stock	02/06/2018		A	(A) 5,943.829 (1)	\$ 0 20,463.988	D	
Common Stock	02/06/2018		F	(D) 140 (1)	\$ 0 20,323.988 (2)	D	

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

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SEC 1474
(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)	8. Amount or Number of Shares of Underlying Security
Non-qualified Stock Option (Right to Buy) (3)	\$ 233.63	02/06/2018		A	56,750	02/06/2019 02/04/2028	Common Stock	56,750

Reporting Owners

Reporting Owner Name / Address	Relationships
Roman Michael F 3M CENTER ST. PAUL, MN 55144-1000	Director 10% Owner Officer Executive Vice President

Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Michael F. Roman
 **Signature of Reporting Person
 Date 02/08/2018

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).
 Represents shares of 3M common stock that will be delivered pursuant to the terms of a performance share award made to the reporting person on March 2, 2015. The performance-based vesting requirements applicable to such award were satisfied on the date reported in (1) Column 2 above, which represents the date on which the level of performance attained was certified. The reporting person previously elected to defer receipt of the shares and will not have voting or investment powers with respect to these shares until they are issued. The number of shares withheld for FICA taxes was estimated and will be revised by amendment, if necessary.
- (2) Includes shares acquired under 3M's General Employee Stock Purchase Plan.
- (3) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/6/2018).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.