

NOZARI M S
Form 5
February 07, 2006

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 *
NOZARI M S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EXEC VP CONSUMER & OFFICE

3M CENTER

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST. PAUL, MN 55144-1000

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)
				(A) or (D) Amount Price			
Common Stock	^	^	^	^ ^ ^	96,156	D	^
Common Stock	^	^	^	^ ^ ^	4,241	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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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)
					(A)	(D)	Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 86.65	05/09/2005	Â	J	Â	1,961	11/04/2004	05/06/2005	Common Stock
Incentive Stock Option (right to buy)	\$ 43.35	Â	Â	Â	Â	Â	05/09/2001	05/09/2010	Common Stock
Incentive Stock Option (right to buy)	\$ 47.5	Â	Â	Â	Â	Â	05/11/2000	05/10/2009	Common Stock
Incentive Stock Option (right to buy)	\$ 58.625	Â	Â	Â	Â	Â	05/08/2002	05/08/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 61.85	Â	Â	Â	Â	Â	05/14/2004	05/12/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.675	Â	Â	Â	Â	Â	11/05/2003	05/12/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.675	Â	Â	Â	Â	Â	11/05/2003	05/11/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 62.675	Â	Â	Â	Â	Â	11/05/2003	05/12/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 64.5	Â	Â	Â	Â	Â	05/15/2003	05/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 76.8	Â	Â	Â	Â	Â	05/10/2006	05/10/2015	Common Stock
	\$ 84.4	Â	Â	Â	Â	Â	05/12/2005	05/09/2014	

Non-Qualified Stock Option (right to buy)										Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86	^	^	^	^	^	08/18/2005	05/06/2011		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86	^	^	^	^	^	08/18/2005	05/13/2013		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.65	^	^	^	^	^	11/04/2004	05/12/2008		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.65	^	^	^	^	^	11/04/2004	05/10/2009		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 86.65	^	^	^	^	^	11/04/2004	05/07/2010		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other
NOZARI M S 3M CENTER ST. PAUL, MN 55144-1000	^	^	^	EXEC VP CONSUMER & OFFICE	^

Signatures

By: George Ann Biros For: Mohammed S Nozari
Date: 01/26/2006

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 transaction is an expiration of an employee stock option. No value was received by the reporting person for the expiration and it is being reported voluntarily for informational purposes. The expiration is exempt from the short-swing profits recovery provisions pursuant to Rule 16b-6(d) and is exempt from the reporting requirements pursuant to Rule 16a-4(d).

Remarks:

The indirectly-held common stock holding (401k/PAESOP) reported in Table I includes shares acquired. The directly-held common stock holding reported in Table I includes shares acquired pursuant to 3M

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