

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 |
| Common Stock | 11/05/2015 | | S | | 2,560 | D | \$ 159.23 10,198 |
| Common Stock | 11/05/2015 | | M | | 1,131 | A | \$ 77.18 11,329 |
| Common Stock | 11/05/2015 | | S | | 100 | D | \$ 159.212 11,229 |
| Common Stock | 11/05/2015 | | S | | 100 | D | \$ 159.213 11,129 |

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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.

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.

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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 |
|--|----------|------------|---|-------|------------|------------|-----------------|-------|

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 |
|---|------------|

____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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