

GRENZ M KAY
Form 5
February 03, 2005

FORM 5

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).
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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
GRENZ M KAY

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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 ____ Other (specify
below) below)

Vice President HR

6. Individual or Joint/Group Reporting

(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 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)	
Common Stock ⁽²⁾	Â	Â	Â	Â	Â	51,932	D	Â
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	3,849	I	by 401k/PAESOP
Common Stock	Â	Â	Â	Â	Â	462	I	by Daughter

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**

SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 58.625	Â	Â	Â	Â Â	05/08/2002 05/08/2011	Common Stock 1,7
Non-Qualified Stock Option (right to buy)	\$ 61.85	Â	Â	Â	Â Â	05/14/2004 05/12/2013	Common Stock 35,8
Non-Qualified Stock Option (right to buy)	\$ 63.225	Â	Â	Â	Â Â	12/11/2002 05/11/2007	Common Stock 6,8
Non-Qualified Stock Option (right to buy)	\$ 63.225	Â	Â	Â	Â Â	12/11/2002 05/12/2008	Common Stock 8,9
Non-Qualified Stock Option (right to buy)	\$ 63.225	Â	Â	Â	Â Â	12/11/2002 05/07/2010	Common Stock 7,3
Non-Qualified Stock Option (right to buy)	\$ 64.5	Â	Â	Â	Â Â	05/15/2003 05/14/2012	Common Stock 44,0
Non-Qualified Stock Option (right to buy)	\$ 64.875	Â	Â	Â	Â Â	12/17/2003 05/06/2005	Common Stock 3,3
Non-Qualified Stock Option (right to buy)	\$ 64.875	Â	Â	Â	Â Â	12/17/2003 05/12/2008	Common Stock 6,6
Non-Qualified Stock Option (right to buy)	\$ 64.875	Â	Â	Â	Â Â	12/17/2003 05/11/2009	Common Stock 15,6
	\$ 64.875	Â	Â	Â	Â Â	12/17/2003 05/06/2011	6,1

Non-Qualified Stock Option (right to buy)										Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 84	Â	Â	Â	Â	Â	11/14/2004	05/06/2005		Common Stock	60
Non-Qualified Stock Option (right to buy)	\$ 84	Â	Â	Â	Â	Â	11/14/2004	05/12/2006		Common Stock	4,2
Non-Qualified Stock Option (right to buy)	\$ 84	Â	Â	Â	Â	Â	11/14/2004	05/07/2010		Common Stock	6,3
Non-Qualified Stock Option (right to buy)	\$ 84	Â	Â	Â	Â	Â	11/14/2004	05/06/2011		Common Stock	25,2
Non-Qualified Stock Option (right to buy)	\$ 84	Â	Â	Â	Â	Â	11/14/2004	05/13/2013		Common Stock	4,6
Non-Qualified Stock Option (right to buy)	\$ 84.4	Â	Â	Â	Â	Â	05/12/2005	05/09/2014		Common Stock	40,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRENZ M KAY 3M CENTER ST. PAUL, MN 55144-1000	Â	Â	Â Vice President HR	Â

Signatures

By: George Ann Biros For: M Kay
Grenz 02/03/2005

____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 indirectly-held common stock holding (401k/PAESOP) reported in Table I includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.
- (2) The directly-held common stock holding reported in Table I includes shares acquired pursuant to 3M's Dividend Reinvestment Program in transactions exempt from Section 16.

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