Fong Ivan K Form 4 November 05, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

3M CENTER

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Fong Ivan K

2. Issuer Name and Ticker or Trading

Symbol

3M CO [MMM]

(First) (Middle) 3. Date of Earliest Transaction

11/01/2012

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

below) Sr. VP, Legal & Gen. Counsel

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Issuer

ST. PAUL, MN 55144-1000

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless 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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and An Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Sec Securities Security or Exercise any Code (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of		
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title .
Restricted Stock Units	(1)	11/01/2012		A	11,205	(2)	(2)	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 89.25	11/01/2012		A	50,423	11/01/2015(3)	11/01/2022	Common Stock

Reporting Owners

	Relationships		
Reporting Owner Name / Address	•		

Director 10% Owner Officer Other

Fong Ivan K 3M CENTER

(3)

Sr. VP, Legal & Gen. Counsel

ST. PAUL, MN 55144-1000

Signatures

/s/ George Ann Biros, attorney-in-fact for Ivan K. Fong 11/05/2012

**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).
- (1) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
- (2) The restricted stock units will vest 100% on 11/1/2016.
- (3) This option becomes exercisable in equal installments on 11/1/2015, 11/1/2016 and 11/1/2017.

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.

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