

MacDonald Robert D III
 Form 4
 July 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 MacDonald Robert D III

(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)
 07/27/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VICE PRESIDENT MARKETING

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/01/2010 | | G | V 93 D \$ 0 | 27,222 | D | |
| Common Stock | 07/27/2010 | | M | 15,800 A \$ 64.5 | 43,022 | D | |
| Common Stock | 07/27/2010 | | F | 11,740 D \$ 86.8 | 31,282 | D | |
| Common Stock | 07/27/2010 | | F | 1,327 D \$ 86.8 | 29,955 | D | |
| Common Stock | 07/27/2010 | | M | 17,380 A \$ 61.85 | 47,335 | D | |

Edgar Filing: MacDonald Robert D III - Form 4

| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|-----------------------|---|----------------------------|
| Common Stock | 07/27/2010 | F | 12,384 | D | \$ 86.8 | 34,951 | D | |
| Common Stock | 07/27/2010 | F | 1,825 | D | \$ 86.8 | 33,126 | D | |
| Common Stock | 07/27/2010 | M | 4,182 | A | \$ 58.625 | 37,308 | D | |
| Common Stock | 07/27/2010 | F | 2,824 | D | \$ 86.8 | 34,484 | D | |
| Common Stock | 07/27/2010 | F | 579 | D | \$ 86.8 | 33,905 ⁽¹⁾ | D | |
| Common Stock | | | | | | 2,604 ⁽²⁾ | I | By 401k/paesop Trust |

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.

SEC 1474
(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-qualified Stock Option (Right to Buy) | \$ 58.625 | 07/27/2010 | | M | 4,182 | 05/08/2002 | 05/06/2011 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 64.5 | 07/27/2010 | | M | 15,800 | 05/15/2003 | 05/14/2012 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 61.85 | 07/27/2010 | | M | 17,380 | 05/14/2004 | 05/12/2013 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 86.8 | 07/27/2010 | | A | 3,403 | 01/27/2011 | 05/06/2011 | Common Stock |
| Non-qualified | \$ 86.8 | 07/27/2010 | | A | 14,209 | 01/27/2011 | 05/13/2013 | Common |

| | | | | | | | | |
|---|---------|------------|---|--------|------------|------------|--|-----------------|
| Stock Option (Right to Buy) | | | | | | | | Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 86.8 | 07/27/2010 | A | 13,067 | 01/27/2011 | 05/14/2012 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MacDonald Robert D III 3M CENTER ST. PAUL, MN 55144-1000 | | | VICE PRESIDENT MARKETING | |

Signatures

George Ann Biros, attorney-in-fact for Robert D.
MacDonald III

07/29/2010

**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) Includes shares acquired under 3M's General Employee Stock Purchase Plan.
- (2) Includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.

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.