

3M CO

Form 4

February 09, 2017

**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 \*  
 Ashish Khandpur K

(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)  
 02/07/2017

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)

Sr. VP, Chief Tech. Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/07/2017                              |                                                             | A                                    | Amount<br>4,763.471<br>(1)                                              | A \$ 0 1,125                                                                                                       | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/07/2017                              |                                                             | F                                    | 2,331 (1)                                                               | D \$ 0 1,125 (2)                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 752 (3)                                                                                                            | I                                                                       | by Spouse                                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 751 (3)                                                                                                            | I                                                                       | Spouse<br>401k/paesop                                             |

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<br>Derivative<br>Security<br>(Instr. 3)    | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|--------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
| Non-qualified<br>Stock Option<br>(Right to Buy)<br>(4) | \$ 175.76                                                          | 02/07/2017                              |                                                             | A                                    | 29,803                                                                                                       | 02/07/2018 02/08/2027                                          | Common<br>Stock 29,803                                         |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| Ashish Khandpur K<br>3M CENTER<br>ST. PAUL, MN 55144-1000 | Sr. VP, Chief Tech. Officer      |

## Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Ashish K.  
Khanpur 02/09/2017

\_\_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).

- Represents shares of 3M common stock that will be delivered imminently pursuant to the terms of a performance share award made to the reporting person on March 3, 2014. The performance-based vesting requirements applicable to such award were satisfied on the date reported in Column 2 above, which represents the date on which the level of performance attained was certified. The number of shares withheld for taxes are estimated and will be revised by amendment, if necessary.
- (1) Includes shares acquired under 3M's General Employee Stock Purchase Plan.
  - (2) Includes shares acquired pursuant to the 3M Voluntary Investment Plan.
  - (3) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/7/2017).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: 3M CO - Form 4

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