

SAUER BRAD T
Form 4
February 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
SAUER BRAD T

(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)
02/16/2012

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)

EXEC VP HEALTH CARE

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/16/2012 | | M ⁽¹⁾ | | 20,600 | A | \$ 64.5 | 47,767 | D |
| Common Stock | 02/16/2012 | | F | | 15,159 | D | \$ 87.65 | 32,608 | D |
| Common Stock | 02/16/2012 | | F | | 2,323 | D | \$ 87.65 | 30,285 | D |
| Common Stock | 02/16/2012 | | S | | 3 | D | \$ 86.94 | 30,282 | D |
| Common Stock | 02/16/2012 | | S | | 3 | D | \$ 86.95 | 30,279 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 02/16/2012 | S | 203 | D | \$ 86.96 | 30,076 | D |
| Common Stock | 02/16/2012 | S | 203 | D | \$ 86.97 | 29,873 | D |
| Common Stock | 02/16/2012 | S | 203 | D | \$ 86.98 | 29,670 | D |
| Common Stock | 02/16/2012 | S | 3 | D | \$ 86.99 | 29,667 | D |
| Common Stock | 02/16/2012 | S | 275 | D | \$ 87 | 29,392 | D |
| Common Stock | 02/16/2012 | S | 1,578 | D | \$ 87.01 | 27,814 | D |
| Common Stock | 02/16/2012 | S | 263 | D | \$ 87.02 | 27,551 | D |
| Common Stock | 02/16/2012 | S | 117 | D | \$ 87.04 | 27,434 | D |
| Common Stock | 02/16/2012 | S | 135 | D | \$ 87.05 | 27,299 | D |
| Common Stock | 02/16/2012 | S | 200 | D | \$ 87.055 | 27,099 | D |
| Common Stock | 02/16/2012 | S | 103 | D | \$ 87.06 | 26,996 | D |
| Common Stock | 02/16/2012 | S | 303 | D | \$ 87.07 | 26,693 | D |
| Common Stock | 02/16/2012 | S | 440 | D | \$ 87.08 | 26,253 | D |
| Common Stock | 02/16/2012 | S | 200 | D | \$ 87.09 | 26,053 | D |
| Common Stock | 02/16/2012 | S | 1,703 | D | \$ 87.1 | 24,350 | D |
| Common Stock | 02/16/2012 | S | 303 | D | \$ 87.11 | 24,047 | D |
| Common Stock | 02/16/2012 | S | 2,694 | D | \$ 87.12 | 21,353 | D |
| Common Stock | 02/16/2012 | S | 200 | D | \$ 87.14 | 21,153 | D |
| Common Stock | 02/16/2012 | S | 53 | D | \$ 87.15 | 21,100 | D |
| Common Stock | 02/16/2012 | S | 230 | D | \$ 87.16 | 20,870 | D |
| | 02/16/2012 | S | 8 | D | \$ 87.17 | 20,862 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------|---|
| Common Stock | | | | | | | | |
| Common Stock | 02/16/2012 | | S | 3 | D | \$ 87.18 | 20,859 | D |
| Common Stock | 02/16/2012 | | S | 103 | D | \$ 87.19 | 20,756 | D |
| Common Stock | 02/16/2012 | | S | 850 | D | \$ 87.2 | 19,906 | D |
| Common Stock | 02/17/2012 | | S | 3,700 | D | \$ 88 | 16,206 | 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 Acquired (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (Right to Buy) | \$ 64.5 | 02/16/2012 | | M ⁽¹⁾ | 20,600 | 05/15/2003 05/14/2012 | Common Stock 20 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SAUER BRAD T 3M CENTER ST. PAUL, MN 55144-1000 | | | EXEC VP HEALTH CARE | |

Signatures

George Ann Biros, attorney-in-fact for Brad T.
Sauer

02/17/2012

__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).

This Form is being filed to report the exercise of a 3M stock option for a total of 20,600 shares by means of a stock swap. A stock swap is a method of exercising a stock option in which the option holder attests to the ownership of enough shares of stock already owned by the (1) option holder to cover the exercise price of the option being exercised. As a result of this stock swap, the reporting person acquired ownership of an additional 3,118 shares of 3M common stock. As a result of this transaction, 2,323 shares were sold to pay withholding taxes to the respective government agencies.

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.