

MCNERNEY W JAMES JR

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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
MCNERNEY W JAMES JR

(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)
12/31/20044. 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)

Chairman Of The Board & CEO

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	240,571	D	Â
Common Stock ⁽¹⁾	Â	Â	Â	Â	Â	Â	442	I	by 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 2270
(9-02)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount 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,
Non-Qualified Option (right to buy)	\$ 51.525	Â	Â	Â	Â Â	01/02/2002 12/04/2010	Common Stock 1,07
Non-Qualified Option (right to buy)	\$ 58.625	Â	Â	Â	Â Â	05/08/2002 05/08/2011	Common Stock 35
Non-Qualified Stock Options (right to buy)	\$ 61.85	Â	Â	Â	Â Â	05/14/2004 05/12/2013	Common Stock 43
Non-Qualified Stock Options (right to buy)	\$ 64.5	Â	Â	Â	Â Â	05/15/2003 05/14/2012	Common Stock 43
Non-Qualified Stock Options (right to buy)	\$ 69.675	Â	Â	Â	Â Â	01/24/2004 12/04/2010	Common Stock 32
Non-Qualified Stock Options (right to buy)	\$ 82.6	Â	Â	Â	Â Â	02/05/2005 05/07/2010	Common Stock 61
Non-Qualified Stock Options (right to buy)	\$ 84.4	Â	Â	Â	Â Â	05/12/2005 05/09/2014	Common Stock 37

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCNERNEY W JAMES JR	Â X	Â	Â Chairman	Â

3M CENTER
ST. PAUL, MN 55144-1000

Of The Board
& CEO

Signatures

By: George Ann Biros For: W James
McNerney

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) The 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.