

3M CO  
Form 10-K  
February 13, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

**Commission file number 1-3285**

**3M COMPANY**

State of Incorporation: **Delaware**

I.R.S. Employer Identification No. **41-0417775**

Principal executive offices: **3M Center, St. Paul, Minnesota 55144**

Telephone number: **(651) 733-1110**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

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<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, Par Value \$.01 Per Share	New York Stock Exchange, Inc. Chicago Stock Exchange, Inc.

Note: The common stock of the Registrant is also traded on the SWX Swiss Exchange.

Securities registered pursuant to section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of voting stock held by nonaffiliates of the Registrant, computed by reference to the closing price and shares outstanding, was approximately \$85.0 billion as of January 31, 2014 (approximately \$74.7 billion as of June 28, 2013, the last business day of the Registrant's most recently completed second quarter).

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Shares of common stock outstanding at January 31, 2014: 662,692,234.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Parts of the Company's definitive proxy statement (to be filed pursuant to Regulation 14A within 120 days after Registrant's fiscal year-end of December 31, 2013) for its annual meeting to be held on May 13, 2014, are incorporated by reference in this Form 10-K in response to Part III, Items 10, 11, 12, 13 and 14.

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**3M COMPANY**

**FORM 10-K**

**For the Year Ended December 31, 2013**

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**3M COMPANY**

**ANNUAL REPORT ON FORM 10-K**

**For the Year Ended December 31, 2013**

**PART I**

**Item 1. Business.**

3M Company was incorporated in 1929 under the laws of the State of Delaware to continue operations begun in 1902. The Company's ticker symbol is MMM. As used herein, the term "3M" or "Company" includes 3M Company and its subsidiaries unless the context indicates otherwise. In this document, for any references to Note 1 through Note 17, refer to the Notes to Consolidated Financial Statements in Item 8.

**Available Information**

The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including the Company, that file electronically with the SEC. The public can obtain any documents that the Company files with the SEC at <http://www.sec.gov>. The Company files annual reports, quarterly reports, proxy statements and other documents with the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934 (Exchange Act). The public may read and copy any materials that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

3M also makes available free of charge through its website (<http://investor.3M.com>) the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and, if applicable, amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC.

**General**

3M is a diversified technology company with a global presence in the following businesses: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. 3M is among the leading manufacturers of products for many of the markets it serves. Most 3M products involve expertise in product development, manufacturing and marketing, and are subject to competition from products manufactured and sold by other technologically oriented companies.

At December 31, 2013, the Company employed 88,667 people (full-time equivalents), with 34,719 employed in the United States and 53,948 employed internationally.

## Business Segments

As described in Note 15 to the Consolidated Financial Statements, effective in the first quarter of 2013, the Company completed a realignment of its business segments to better serve global markets and customers. In addition, as described in Note 16, during the first quarter of 2013, 3M realigned its geographic area structure to include Puerto Rico in the United States rather than in the Latin America/Canada region. Segment and geographic area information presented herein reflects the impact of these changes for all periods presented.

3M manages its operations in five operating business segments: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. 3M's five business segments bring together common or related 3M technologies, enhancing the development of innovative products and services and providing for efficient sharing of business resources. These segments have worldwide responsibility for virtually all 3M product lines. Certain small businesses and lab-sponsored products, as well as various corporate assets and expenses, are not attributed to the business segments. Financial information and other disclosures relating to 3M's business segments and operations in major geographic areas are provided in the Notes to Consolidated Financial Statements.

*Industrial Business:* The Industrial segment serves a broad range of markets, such as automotive original equipment manufacturer (OEM) and automotive aftermarket (auto body shops and retail), electronics, appliance, paper and printing, packaging, food and beverage, and construction. Industrial products include tapes, a wide variety of coated, non-woven and bonded abrasives, adhesives, advanced ceramics, sealants, specialty materials, 3M Purification Inc. (filtration products), closure systems for personal hygiene products, acoustic systems products, and components and products that

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are used in the manufacture, repair and maintenance of automotive, marine, aircraft and specialty vehicles. In the fourth quarter of 2012, 3M acquired Ceradyne, Inc., which develops and produces advanced technical ceramics for demanding applications in the automotive, oil and gas, solar, industrial, electronics and defense industries. In 2011, 3M acquired Winterthur Technologie AG, a leading global supplier of precision grinding technology serving customers in the area of hard-to-grind precision applications in industrial, automotive, aircraft and cutting tools.

Major industrial products include vinyl, polyester, foil and specialty industrial tapes and adhesives; Scotch® Masking Tape, Scotch® Filament Tape and Scotch® Packaging Tape; packaging equipment; 3M VHB Bonding Tapes; conductive, low surface energy, sealants, hot melt, spray and structural adhesives; reclosable fasteners; label materials for durable goods; and coated, nonwoven and microstructured surface finishing and grinding abrasives for the industrial market. 3M Purification Inc. provides a comprehensive line of filtration products for the separation, clarification and purification of fluids and gases. Other industrial products include fluoroelastomers for seals, tubes and gaskets in engines.

Major transportation products include insulation components, including Thinsulate Acoustic Insulation and components for catalytic converters; functional and decorative graphics; abrasion-resistant films; adhesives; sealants; masking tapes; fasteners and tapes for attaching nameplates, trim, moldings, interior panels and carpeting; coated, nonwoven and microstructured finishing and grinding abrasives; structural adhesives; and other specialty materials. In addition, 3M provides paint finishing and detailing products, including a complete system of cleaners, dressings, polishes, waxes and other products.

*Safety and Graphics Business:* The Safety and Graphics segment serves a broad range of markets that increase the safety, security and productivity of people, facilities and systems. Major product offerings include personal protection products; traffic safety and security products, including border and civil security solutions; commercial graphics sheeting and systems; architectural surface and lighting solutions; cleaning and protection products for commercial establishments; and roofing granules for asphalt shingles.

This segment's products include personal protection products, such as certain maintenance-free and reusable respirators, personal protective equipment, head and face protection, body protection, hearing protection and protective eyewear. In traffic safety and security, 3M provides reflective sheeting used on highway signs, vehicle license plates, construction work-zone devices, trucks and other vehicles, and also provides pavement marking systems, in addition to electronic surveillance products, films that protect against counterfeiting, and reflective materials that are widely used on apparel, footwear and accessories, enhancing visibility in low-light situations. Traffic safety and security also provides finger, palm, face and iris biometric systems for governments, law enforcement agencies, and commercial enterprises, in addition to remote people-monitoring technologies used for offender-monitoring applications. Major commercial graphics products include films, inks, digital signage systems and related products used to produce graphics for vehicles, signs and interior surfaces. Other products include spill-control sorbents; nonwoven abrasive materials for floor maintenance and commercial cleaning; floor matting; and natural and color-coated mineral granules for asphalt shingles.

*Electronics and Energy Business:* The Electronics and Energy segment serves customers in electronics and energy markets, including solutions for dependable, cost-effective, high-performance electronic devices, telecommunications networks, electrical products, power generation and distribution, and infrastructure protection.

This segment's electronics solutions include optical film solutions for the electronic display industry. 3M provides distinct products for five market segments, including products for: 1) LCD computer monitors, 2) LCD televisions, 3) hand-held devices such as cellular phones and tablets, 4) notebook PCs and 5) automotive displays. This segment also provides desktop and notebook computer screen filters that address display light control, privacy, and glare reduction needs. Major electronics products also include packaging and interconnection devices; high performance fluids and abrasives used in the manufacture of computer chips, and for cooling electronics and lubricating computer hard disk



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drives; and high-temperature and display tapes. 3M Flexible Circuits use electronic packaging and interconnection technology, providing more connections in less space, and are used in ink-jet printer cartridges, cell phones and electronic devices. This segment also includes the touch systems business, including touch screens, touch monitors, and touch sensor components.

This segment's energy solutions include electrical, telecommunications, renewable energy, and infrastructure protection products. This segment serves the world's electrical and telecommunications markets, including electrical utilities, electrical construction, maintenance and repair, original equipment manufacturers (OEM), telecommunications central office, outside plant and enterprise, as well as aerospace, military, automotive and medical markets, with products that enable the efficient transmission of electrical power and speed the delivery of information. Products in this segment include pressure sensitive tapes and resins, electrical insulation, a wide array of fiber-optic and copper-based telecommunications systems for rapid deployment of fixed and wireless networks, as well as the 3M Aluminum

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Conductor Composite Reinforced (ACCR) electrical power cable that increases transmission capacity for existing power lines. This segment also includes renewable energy component solutions for the solar and wind power industries, as well as infrastructure products solutions that provide municipalities both protection and detection solutions for electrical, oil, natural gas, water, rebar and other infrastructure assets.

*Health Care Business:* The Health Care segment serves markets that include medical clinics and hospitals, pharmaceuticals, dental and orthodontic practitioners, health information systems, and food manufacturing and testing. Products and services provided to these and other markets include medical and surgical supplies, skin health and infection prevention products, inhalation and transdermal drug delivery systems, dental and orthodontic products (oral care), health information systems, and food safety products.

In the medical and surgical areas, 3M is a supplier of medical tapes, dressings, wound closure products, orthopedic casting materials, electrodes and stethoscopes. In infection prevention, 3M markets a variety of surgical drapes, masks and preps, as well as sterilization assurance equipment and patient warming solutions designed to prevent hypothermia in surgical settings. Other products include drug delivery systems, such as metered-dose inhalers, transdermal skin patches and related components. Dental and orthodontic products include restoratives, adhesives, finishing and polishing products, crowns, impression materials, preventive sealants, professional tooth whiteners, prophylaxis and orthodontic appliances, as well as digital workflow solutions to transform traditional impression and analog processes. In health information systems, 3M develops and markets computer software for hospital coding and data classification, and provides related consulting services. 3M provides food safety products that make it faster and easier for food processors to test the microbiological quality of food.

*Consumer Business:* The Consumer segment serves markets that include consumer retail, office retail, home improvement, building maintenance and other markets. Products in this segment include office supply products, stationery products, construction and home improvement products (do-it-yourself), home care products, protective material products, certain consumer retail personal safety products, and consumer health care products.

Major consumer products include Scotch® brand products, such as Scotch® Magic™ Tape, Scotch® Glue Stick and Scotch® Cushioned Mailer; Post-it® Products, such as Post-it® Flags, Post-it® Note Pads, Post-it® Labeling & Cover-up Tape, and Post-it® Pop-up Notes and Dispensers; construction and home improvement products, including surface-preparation and wood-finishing materials, Command™ Adhesive Products and Filtrete™ Filters for furnaces and air conditioners; home care products, including Scotch-Brite® Scour Pads, Scotch-Brite® Scrub Sponges, Scotch-Brite™ Microfiber Cloth products, O-Cel-O™ Sponges; protective material products, such as Scotchgard™ Fabric Protectors; certain maintenance-free respirators; certain consumer retail personal safety products, including safety glasses, hearing protectors, and 3M™ Thinsulate Insulation, which is used in jackets, pants, gloves, hats and boots to keep people warm; Nexcare™ Adhesive Bandages; and ACE® branded (and related brands) elastic bandage, supports and thermometer product lines.

**Distribution**

3M products are sold through numerous distribution channels, including directly to users and through numerous wholesalers, retailers, jobbers, distributors and dealers in a wide variety of trades in many countries around the world. Management believes the confidence of wholesalers, retailers, jobbers, distributors and dealers in 3M and its products—a confidence developed through long association with skilled marketing and sales representatives—has contributed significantly to 3M's position in the marketplace and to its growth.



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**Research and Patents**

Research and product development constitutes an important part of 3M's activities and has been a major driver of 3M's sales growth. Research, development and related expenses totaled \$1.715 billion in 2013, \$1.634 billion in 2012 and \$1.570 billion in 2011. Research and development, covering basic scientific research and the application of scientific advances in the development of new and improved products and their uses, totaled \$1.150 billion in 2013, \$1.079 billion in 2012 and \$1.036 billion in 2011. Related expenses primarily include technical support provided by 3M to customers who are using existing 3M products; internally developed patent costs, which include costs and fees incurred to prepare, file, secure and maintain patents; amortization of externally acquired patents and externally acquired in-process research and development; and gains/losses associated with certain corporate approved investments in R&D-related ventures, such as equity method effects and impairments.

The Company's products are sold around the world under various trademarks. The Company also owns, or holds licenses to use, numerous U.S. and foreign patents. The Company's research and development activities generate a steady stream of inventions that are covered by new patents. Patents applicable to specific products extend for varying periods according to the date of patent application filing or patent grant and the legal term of patents in the various countries where patent protection is obtained. The actual protection afforded by a patent, which can vary from country to country, depends upon the type of patent, the scope of its coverage and the availability of legal remedies in the country.

The Company believes that its patents provide an important competitive advantage in many of its businesses. In general, no single patent or group of related patents is in itself essential to the Company as a whole or to any of the Company's business segments. The importance of patents in the Electronics and Energy segment is described in Performance by Business Segment - Electronics and Energy Business in Part II, Item 7, of this Annual Report on Form 10-K.

**Raw Materials**

In 2013, the Company experienced stable to declining costs for most raw material categories and transportation fuel. This was driven by year-on-year cost decreases in many feedstock categories, including petroleum based materials, minerals, metals and wood pulp based products. To date, the Company is receiving sufficient quantities of all raw materials to meet its reasonably foreseeable production requirements. It is impossible to predict future shortages of raw materials or the impact any such shortages would have. 3M has avoided disruption to its manufacturing operations through careful management of existing raw material inventories and development and qualification of additional supply sources. 3M manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts.

**Environmental Law Compliance**

3M's manufacturing operations are affected by national, state and local environmental laws around the world. 3M has made, and plans to continue making, necessary expenditures for compliance with applicable laws. 3M is also involved in remediation actions relating to environmental matters from past operations at certain sites (refer to Environmental Matters and Litigation in Note 13, Commitments and Contingencies).

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Environmental expenditures relating to existing conditions caused by past operations that do not contribute to current or future revenues are expensed. Reserves for liabilities for anticipated remediation costs are recorded on an undiscounted basis when they are probable and reasonably estimable, generally no later than the completion of feasibility studies or the Company's commitment to a plan of action. Environmental expenditures for capital projects that contribute to current or future operations generally are capitalized and depreciated over their estimated useful lives.

In 2013, 3M expended about \$31 million for capital projects related to protecting the environment. This amount excludes expenditures for remediation actions relating to existing matters caused by past operations that do not contribute to current or future revenues, which are expensed. Capital expenditures for environmental purposes have included pollution control devices such as wastewater treatment plant improvements, scrubbers, containment structures, solvent recovery units and thermal oxidizers at new and existing facilities constructed or upgraded in the normal course of business. Consistent with the Company's policies stressing environmental responsibility, capital expenditures (other than for remediation projects) for known projects are presently expected to be about \$54 million over the next two years for new or expanded programs to build facilities or modify manufacturing processes to minimize waste and reduce emissions.

While the Company cannot predict with certainty the future costs of such cleanup activities, capital expenditures or operating costs for environmental compliance, the Company does not believe they will have a material effect on its capital expenditures, earnings or competitive position.

Table of Contents**Executive Officers**

Following is a list of the executive officers of 3M, and their age, present position, the year elected to their present position and other positions they have held during the past five years. No family relationships exist among any of the executive officers named, nor is there any undisclosed arrangement or understanding pursuant to which any person was selected as an officer. This information is presented in the table below as of the date of the 10-K filing (February 13, 2014).

<b>Name</b>	<b>Age</b>	<b>Present Position</b>	<b>Year Elected to Present Position</b>	<b>Other Positions Held During 2009-2013</b>
Inge G. Thulin	60	Chairman of the Board, President and Chief Executive Officer	2012	President and Chief Executive Officer, 2012  Executive Vice President and Chief Operating Officer, 2011-2012  Executive Vice President, International Operations, 2004-2011
Julie L. Bushman	52	Senior Vice President, Business Transformation and Information Technology	2013	Executive Vice President, Safety and Graphics, 2012-2013  Executive Vice President, Safety Security and Protection Services Business, 2011-2012  Vice President and General Manager, Occupational Health and Environmental Safety Division, 2007-2011
Joaquin Delgado	54	Executive Vice President, Health Care	2012	Executive Vice President, Electro and Communications Business, 2009-2012  Vice President and General Manager, Electronics Markets Materials Division, 2007-2009
Ivan K. Fong	52	Senior Vice President, Legal Affairs and General Counsel	2012	General Counsel, U.S. Department of Homeland Security, 2009-2012  Chief Legal Officer and Secretary, Cardinal Health Inc., 2005-2009
Ian F. Hardgrove	63	Senior Vice President, Corporate Communications and Enterprise Services	2014	Senior Vice President, Marketing, Sales and Communications, 2011-2013  Vice President and General Manager, Automotive Aftermarket Division, 2003-2011
Christopher D. Holmes	54	Senior Vice President, Supply Chain	2012	Executive Vice President, Industrial and Transportation Business, 2011-2012

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Vice President and General Manager,  
Abrasive Systems Division, 2007-2011

Michael A. Kelly	57	Executive Vice President, Electronics and Energy	2012	Executive Vice President, Display and Graphics Business, 2006-2012
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<b>Name</b>	<b>Age</b>	<b>Present Position</b>	<b>Year Elected to Present Position</b>	<b>Other Positions Held During 2009-2013</b>
Frank R. Little	53	Executive Vice President, Safety and Graphics Business Group	2013	Vice President and General Manager, Personal Safety Division, 2013  Vice President and General Manager, Occupational Health and Environmental Safety Division, 2011-2012  Managing Director, 3M Korea, 2008-2011
Marlene M. McGrath	51	Senior Vice President, Human Resources	2012	Senior Vice President, Human Resources and Interim General Counsel, 2012  Vice President, Human Resources, International Operations, 2010-2012  Director, Human Resources, International Operations, 2006-2010
David W. Meline	56	Senior Vice President and Chief Financial Officer	2011	Vice President, Corporate Controller and Chief Accounting Officer, 2008-2011
Frederick J. Palensky	64	Executive Vice President, Research and Development and Chief Technology Officer	2006	
Michael F. Roman	54	Senior Vice President, Business Development	2013	Vice President and General Manager, Industrial Adhesives and Tapes Division, 2011-2013  Vice President and General Manager, Renewable Energy Division, 2009-2011  Vice President, Business Development, Optical Systems Division, Asia, 2008-2009
Brad T. Sauer	54	Executive Vice President, Industrial	2012	Executive Vice President, Health Care Business, 2004-2012
Hak Cheol Shin	56	Executive Vice President, International Operations	2011	Executive Vice President, Industrial and Transportation Business, 2006-2011
Jesse G. Singh	48	Senior Vice President, Marketing and Sales	2014	Vice President and General Manager, Stationery and Office Supplies Division, 2012-2013  President, Sumitomo 3M Limited, 2007-2012
Michael G. Vale	47	Executive Vice President, Consumer	2012	Executive Vice President, Consumer and Office Business, 2011-2012  Managing Director, 3M Brazil, 2009-2011





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**Cautionary Note Concerning Factors That May Affect Future Results**

This Annual Report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may also make forward-looking statements in other reports filed with the Securities and Exchange Commission, in materials delivered to shareholders and in press releases. In addition, the Company's representatives may from time to time make oral forward-looking statements.

Forward-looking statements relate to future events and typically address the Company's expected future business and financial performance. Words such as plan, expect, aim, believe, project, target, anticipate, intend, estimate, will, should, could and other words meaning, typically identify such forward-looking statements. In particular, these include, among others, statements relating to

- the Company's strategy for growth, future revenues, earnings, cash flow, uses of cash and other measures of financial performance, and market position,
- worldwide economic and capital markets conditions, such as interest rates, foreign currency exchange rates, financial conditions of our suppliers and customers, and natural and other disasters affecting the operations of the Company or our suppliers and customers,
- new business opportunities, product development, and future performance or results of current or anticipated products,
- the scope, nature or impact of acquisition, strategic alliance and divestiture activities,
- the outcome of contingencies, such as legal and regulatory proceedings,
- future levels of indebtedness, common stock repurchases and capital spending,
- future availability of and access to credit markets,
- pension and postretirement obligation assumptions and future contributions, asset impairments, tax liabilities, information technology security, and
- the effects of changes in tax, environmental and other laws and regulations in the United States and other countries in which we operate.

The Company assumes no obligation to update or revise any forward-looking statements.

Forward-looking statements are based on certain assumptions and expectations of future events and trends that are subject to risks and uncertainties. Actual future results and trends may differ materially from historical results or those reflected in any such forward-looking statements depending on a variety of factors. Important information as to these factors can be found in this document, including, among others, Management's Discussion and Analysis of Financial Condition and Results of Operations under the headings of Overview, Critical Accounting Estimates and Financial Condition and Liquidity. Discussion of these factors is incorporated by reference from Part I, Item 1A, Risk Factors, of

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this document, and should be considered an integral part of Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations. For additional information concerning factors that may cause actual results to vary materially from those stated in the forward-looking statements, see our reports on Form 10-K, 10-Q and 8-K filed with the SEC from time to time.

### **Item 1A. Risk Factors.**

Provided below is a cautionary discussion of what we believe to be the most important risk factors applicable to the Company. Discussion of these factors is incorporated by reference into and considered an integral part of Part II, Item 7, Management's Discussion and Analysis of Financial Conditions and Results of Operations.

*\* Results are impacted by the effects of, and changes in, worldwide economic and capital markets conditions.* The Company operates in more than 70 countries and derives approximately two-thirds of its revenues from outside the United States. The Company's business is subject to global competition and may be adversely affected by factors in the United States and other countries that are beyond its control, such as disruptions in financial markets, economic downturns in the form of either contained or widespread recessionary conditions, elevated unemployment levels, sluggish or uneven recovery, in specific countries or regions, or in the various industries in which the Company operates; social, political or labor conditions in specific countries or regions; natural and other disasters affecting the operations of the Company or its customers and suppliers; or adverse changes in the availability and cost of capital, interest rates, tax rates, or regulations in the jurisdictions in which the Company operates.

*\* The Company's credit ratings are important to 3M's cost of capital.* The major rating agencies routinely evaluate the Company's credit profile and assign debt ratings to 3M. The Company currently has an AA- credit rating, with a stable

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outlook, from Standard & Poor's and an Aa2 credit rating, with a stable outlook, from Moody's Investors Service. This evaluation is based on a number of factors, which include financial strength, business and financial risk, as well as transparency with rating agencies and timeliness of financial reporting. The Company's current ratings have served to lower 3M's borrowing costs and facilitate access to a variety of lenders. Failure to maintain strong investment grade ratings would adversely affect the Company's cost of funds and could adversely affect liquidity and access to capital markets.

*\* The Company's results are affected by competitive conditions and customer preferences.* Demand for the Company's products, which impacts revenue and profit margins, is affected by (i) the development and timing of the introduction of competitive products; (ii) the Company's response to downward pricing to stay competitive; (iii) changes in customer order patterns, such as changes in the levels of inventory maintained by customers and the timing of customer purchases which may be affected by announced price changes, changes in the Company's incentive programs, or the customer's ability to achieve incentive goals; and (iv) changes in customers' preferences for our products, including the success of products offered by our competitors, and changes in customer designs for their products that can affect the demand for some of the Company's products.

*\* Foreign currency exchange rates and fluctuations in those rates may affect the Company's ability to realize projected growth rates in its sales and earnings.* Because the Company's financial statements are denominated in U.S. dollars and approximately two-thirds of the Company's revenues are derived from outside the United States, the Company's results of operations and its ability to realize projected growth rates in sales and earnings could be adversely affected if the U.S. dollar strengthens significantly against foreign currencies.

*\* The Company's growth objectives are largely dependent on the timing and market acceptance of its new product offerings, including its ability to continually renew its pipeline of new products and to bring those products to market.* This ability may be adversely affected by difficulties or delays in product development, such as the inability to identify viable new products, obtain adequate intellectual property protection, or gain market acceptance of new products. There are no guarantees that new products will prove to be commercially successful.

*\* The Company's future results are subject to fluctuations in the costs and availability of purchased components, compounds, raw materials and energy, including oil and natural gas and their derivatives, due to shortages, increased demand, supply interruptions, currency exchange risks, natural disasters and other factors.* The Company depends on various components, compounds, raw materials, and energy (including oil and natural gas and their derivatives) supplied by others for the manufacturing of its products. It is possible that any of its supplier relationships could be interrupted due to natural and other disasters and other events, or be terminated in the future. Any sustained interruption in the Company's receipt of adequate supplies could have a material adverse effect on the Company. In addition, while the Company has a process to minimize volatility in component and material pricing, no assurance can be given that the Company will be able to successfully manage price fluctuations or that future price fluctuations or shortages will not have a material adverse effect on the Company.

*\* Acquisitions, strategic alliances, divestitures, and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring could affect future results.* The Company monitors its business portfolio and organizational structure and has made and may continue to make acquisitions, strategic alliances, divestitures and changes to its organizational structure. With respect to acquisitions, future results will be affected by the Company's ability to integrate acquired businesses quickly and obtain the anticipated synergies.

*\* The Company's future results may be affected if the Company generates fewer productivity improvements than estimated.* The Company utilizes various tools, such as Lean Six Sigma, to improve operational efficiency and productivity. There can be no assurance that all of the

projected productivity improvements will be realized.

*\* The Company employs information technology systems to support its business, including ongoing phased implementation of an enterprise resource planning (ERP) system on a worldwide basis over the next several years. Security breaches and other disruptions to the Company's information technology infrastructure could interfere with the Company's operations, compromise information belonging to the Company and its customers and suppliers, and expose the Company to liability which could adversely impact the Company's business and reputation. In the ordinary course of business, the Company relies on information technology networks and systems, some of which are managed by third parties, to process, transmit and store electronic information, and to manage or support a variety of business processes and activities. Additionally, the Company collects and stores certain data, including proprietary business information, and may have access to confidential or personal information in certain of our businesses that is subject to privacy and security laws, regulations and customer-imposed controls. Despite our cybersecurity measures (including employee and third-party training, monitoring of networks and systems, and maintenance of backup and protective systems) which are*

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continuously reviewed and upgraded, the Company's information technology networks and infrastructure may still be vulnerable to damage, disruptions or shutdowns due to attack by hackers or breaches, employee error or malfeasance, power outages, computer viruses, telecommunication or utility failures, systems failures, natural disasters or other catastrophic events. While we have experienced, and expect to continue to experience, these types of threats to the Company's information technology networks and infrastructure, none of them to date has had a material impact to the Company. There may be other challenges and risks as the Company upgrades and standardizes its ERP system on a worldwide basis. Any such events could result in legal claims or proceedings, liability or penalties under privacy laws, disruption in operations, and damage to the Company's reputation, which could adversely affect the Company's business.

*\* The Company's future results may be affected by various legal and regulatory proceedings and legal compliance risks, including those involving product liability, antitrust, environmental, the U.S. Foreign Corrupt Practices Act and other anti-bribery, anti-corruption, or other matters. The outcome of these legal proceedings may differ from the Company's expectations because the outcomes of litigation, including regulatory matters, are often difficult to reliably predict. Various factors or developments can lead the Company to change current estimates of liabilities and related insurance receivables where applicable, or make such estimates for matters previously not susceptible of reasonable estimates, such as a significant judicial ruling or judgment, a significant settlement, significant regulatory developments or changes in applicable law. A future adverse ruling, settlement or unfavorable development could result in future charges that could have a material adverse effect on the Company's results of operations or cash flows in any particular period. For a more detailed discussion of the legal proceedings involving the Company and the associated accounting estimates, see the discussion in Note 13 Commitments and Contingencies within the Notes to Consolidated Financial Statements.*

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

3M's general offices, corporate research laboratories, and certain division laboratories are located in St. Paul, Minnesota. The Company operates 89 manufacturing facilities in 29 states. The Company operates 127 manufacturing and converting facilities in 38 countries outside the United States.

3M owns the majority of its physical properties. 3M's physical facilities are highly suitable for the purposes for which they were designed. Because 3M is a global enterprise characterized by substantial intersegment cooperation, properties are often used by multiple business segments.

**Item 3. Legal Proceedings.**

Discussion of legal matters is incorporated by reference from Part II, Item 8, Note 13, Commitments and Contingencies, of this document, and should be considered an integral part of Part I, Item 3, Legal Proceedings.

**Item 4. Mine Safety Disclosures.**

Pursuant to Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Act ), the Company is required to disclose, in connection with the mines it operates, information concerning mine safety violations or other regulatory matters in its periodic reports filed with the SEC. For the year 2013, the information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Act is included in Exhibit 95 to this annual report.

Table of Contents**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

Equity compensation plans information is incorporated by reference from Part III, Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, of this document, and should be considered an integral part of Item 5. At January 31, 2014, there were 91,440 shareholders of record. 3M's stock is listed on the New York Stock Exchange, Inc. (NYSE), the Chicago Stock Exchange, Inc., and the SWX Swiss Exchange. 3M has historically declared and paid cash dividends in the same quarter. Cash dividends declared totaled \$0.635 per share for the first three quarters of 2013. Cash dividends declared in the fourth quarter of 2013 included a dividend payable in November 2013 of \$0.635 per share and a dividend payable in March 2014 of \$0.855 per share. Cash dividends declared totaled \$0.59 per share for each quarter of 2012. Stock price comparisons follow:

**Stock price comparisons (NYSE composite transactions)**

(Per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
<b>2013 High</b>	\$ <b>106.88</b>	\$ <b>113.25</b>	\$ <b>122.27</b>	\$ <b>140.43</b>	\$ <b>140.43</b>
<b>2013 Low</b>	<b>93.96</b>	<b>102.89</b>	<b>108.21</b>	<b>116.65</b>	<b>93.96</b>
2012 High	\$ 90.00	\$ 89.95	\$ 94.30	\$ 95.46	\$ 95.46
2012 Low	82.70	81.99	85.34	86.74	81.99



Table of Contents**Issuer Purchases of Equity Securities**

Repurchases of 3M common stock are made to support the Company's stock-based employee compensation plans and for other corporate purposes. In February 2011, 3M's Board of Directors authorized the repurchase of up to \$7.0 billion of 3M's outstanding common stock, with no pre-established end date. In February 2013, 3M's Board of Directors replaced the February 2011 repurchase program with a new repurchase program. This new program authorizes the repurchase of up to \$7.5 billion of 3M's outstanding common stock, with no pre-established end date. In February 2014, 3M's Board of Directors replaced the Company's February 2013 repurchase program with a new repurchase program. This new program authorizes the repurchase of up to \$12 billion of 3M's outstanding common stock, with no pre-established end date.

**Issuer Purchases of Equity Securities**

(registered pursuant to Section 12 of the Exchange Act)

<b>Period</b>	<b>Total Number of Shares Purchased (1)</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)</b>	<b>Maximum Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs (Millions)</b>
January 1-31, 2013	1,664,478	\$ 97.17	1,634,216	\$ 2,306
February 1-28, 2013	3,199,508	\$ 103.21	2,644,039	\$ 7,227
March 1-31, 2013	2,995,946	\$ 105.13	2,981,063	\$ 6,913
Total January 1-March 31, 2013	7,859,932	\$ 102.66	7,259,318	\$ 6,913
April 1-30, 2013	2,739,109	\$ 105.56	2,730,861	\$ 6,625
May 1-31, 2013	6,626,563	\$ 110.46	6,594,113	\$ 5,897
June 1-30, 2013	1,930,590	\$ 109.34	1,930,331	\$ 5,685
Total April 1-June 30, 2013	11,296,262	\$ 109.08	11,255,305	\$ 5,685
July 1-31, 2013	4,367,343	\$ 114.23	4,359,967	\$ 5,187
August 1-31, 2013	4,248,029	\$ 115.44	4,246,000	\$ 4,697
September 1-30, 2013	4,885,431	\$ 118.91	4,868,307	\$ 4,118
Total July 1-September 30, 2013	13,500,803	\$ 116.31	13,474,274	\$ 4,118
October 1-31, 2013	6,379,918	\$ 121.62	6,334,328	\$ 3,348
November 1-30, 2013	3,769,708	\$ 129.01	3,768,421	\$ 2,862
December 1-31, 2013	2,638,987	\$ 130.53	2,637,697	\$ 2,518
Total October 1-December 31, 2013	12,788,613	\$ 125.64	12,740,446	\$ 2,518
Total January 1-December 31, 2013	45,445,610	\$ 114.78	44,729,343	\$ 2,518

(1) The total number of shares purchased includes: (i) shares purchased under the Board's authorizations described above, and (ii) shares purchased in connection with the exercise of stock options.

(2) The total number of shares purchased as part of publicly announced plans or programs includes shares purchased under the Board's authorizations described above.



Table of Contents**Item 6. Selected Financial Data.**

(Dollars in millions, except per share amounts)	2013	2012	2011	2010	2009
Years ended December 31:					
Net sales	\$ 30,871	\$ 29,904	\$ 29,611	\$ 26,662	\$ 23,123
Net income attributable to 3M	4,659	4,444	4,283	4,085	3,193
Per share of 3M common stock:					
Net income attributable to 3M basic	6.83	6.40	6.05	5.72	4.56
Net income attributable to 3M diluted	6.72	6.32	5.96	5.63	4.52
Cash dividends declared per 3M common share	3.395	2.36	2.20	2.10	2.04
Cash dividends paid per 3M common share	2.54	2.36	2.20	2.10	2.04
At December 31:					
Total assets	\$ 33,550	\$ 33,876	\$ 31,616	\$ 30,156	\$ 27,250
Long-term debt (excluding portion due within one year) and long-term capital lease obligations	4,384	4,987	4,563	4,277	5,204

3M has historically declared and paid dividends in the same quarter. In December 2013, 3M's Board of Directors declared a first-quarter 2014 dividend of \$0.855 per share (payable in March 2014). This resulted in total year 2013 declared dividends of \$3.395 per share, with \$2.54 per share paid in 2013 and the additional \$0.855 per share to be paid in March 2014.

Items included in the preceding table which had a significant impact on results are summarized as follows. 2010 included a one-time, non-cash income tax charge of \$84 million, or 12 cents per diluted share, resulting from the March 2010 enactment of the Patient Protection and Affordable Care Act, including modifications made in the Health Care and Education Reconciliation Act of 2010. 2009 results included net losses that decreased operating income by \$194 million and net income attributable to 3M by \$119 million. 2009 included restructuring actions (\$209 million pre-tax, \$128 million after tax and noncontrolling interest), which were partially offset by a gain on sale of real estate (\$15 million pre-tax, \$9 million after tax).

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide a reader of 3M's financial statements with a narrative from the perspective of management. 3M's MD&A is presented in eight sections:

- Overview
- Results of Operations
- Performance by Business Segment
- Performance by Geographic Area
- Critical Accounting Estimates
- New Accounting Pronouncements
- Financial Condition and Liquidity
- Financial Instruments

**OVERVIEW**

3M is a diversified global manufacturer, technology innovator and marketer of a wide variety of products. As described in Note 15 to the Consolidated Financial Statements, effective in the first quarter of 2013, the Company completed a realignment of its business segments to better serve global markets and customers. In addition, during the first quarter of 2013, as described in Note 16, 3M realigned its geographic area structure to include Puerto Rico in the United States rather than in the Latin America/Canada region. Segment and geographic area information presented herein reflects the impact of these changes for all periods presented. 3M manages its operations in five operating business segments: Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. From a geographic perspective, any references to EMEA refer to Europe, Middle East and Africa on a combined basis.

Fourth-quarter 2013 net income attributable to 3M was \$1.103 billion, or \$1.62 per diluted share, compared to \$991 million, or \$1.41 per diluted share, in the fourth quarter of 2012. Fourth-quarter 2013 sales totaled \$7.6 billion, an increase of 2.4 percent from the fourth quarter of 2012. 3M achieved organic local-currency sales growth (which includes organic volume and selling price impacts) in all five of its business segments, led by Industrial. Industrial organic local-currency sales increased 5.8 percent, led by advanced materials, automotive OEM, 3M Purification Inc. (filtration products), aerospace, and automotive aftermarket. Organic local-currency sales increased 4.8 percent in Safety and Graphics, led by roofing granules, personal safety, commercial graphics, and architectural markets. Organic local-currency sales grew 3.6 percent in the Health Care business segment, with the strongest sales growth in health information systems, food safety, critical and chronic care, and infection prevention; organic local-currency sales declined in drug delivery systems. Organic local-currency sales increased 1.3 percent in the Consumer business segment, led by the consumer health care and home care businesses. Electronics and Energy organic local-currency sales growth was 0.4 percent, with increases in energy-related sales led by renewable energy and electrical markets. Electronic-related sales declined, with growth

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in optical systems and electronic solutions more than offset by declines in other businesses. For the Company in total, organic-local currency sales grew 3.4 percent, with higher organic volumes contributing 2.0 percent and selling price increases contributing 1.4 percent. Acquisitions added 0.7 percent to sales, which related to the late November 2012 acquisition of Ceradyne, Inc. Foreign currency translation reduced sales by 1.7 percent year-on-year.

From a geographic area perspective, fourth-quarter 2013 organic local-currency sales growth was 4.5 percent in the United States, 3.4 percent in EMEA, 3.3 percent in Asia Pacific, and 2.2 percent in Latin America/Canada. In the U.S., EMEA, and Asia Pacific, all five business segments generated positive organic local-currency sales growth. Organic local-currency sales growth in the United States was led by Industrial, and Safety and Graphics. Organic local-currency sales growth in EMEA was led by Industrial. West Europe grew organically by 3 percent year-on-year, continuing the positive trends 3M has seen in recent quarters. Organic local-currency sales growth in Asia Pacific was led by Consumer, Safety and Graphics, and Health Care. Sales in Japan grew 4 percent organically. China/Hong Kong grew organically by 1 percent, impacted by a strong prior-year comparison of 16 percent growth in the fourth quarter of 2012 and weakness in electronics. Organic local-currency sales growth in Latin America/Canada was positive across most countries, but below recent trend levels for a few reasons. First, slowing in government tenders for infrastructure projects in certain countries impacted sales in Electronics and Energy. Consumer was also soft in the fourth quarter due to weak retail demand and challenging year-on-year comparisons. And lastly, sales in Venezuela declined year-on-year due to the economic and political situation there. Venezuela diluted fourth-quarter organic sales growth in Latin America/Canada by 1.5 percentage points, as 3M continues to work towards minimizing its Bolivar exposure and any associated costs.

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For total year 2013, net income attributable to 3M was \$4.659 billion, or \$6.72 per diluted share, compared to \$4.444 billion, or \$6.32 per diluted share, in 2012, an increase of 6.3 percent on a per diluted share basis. Sales totaled \$30.9 billion, an increase of 3.2 percent from 2012. From a business segment perspective, organic local-currency sales growth was 5.0 percent in Health Care, 4.6 percent in Industrial, 4.2 percent in Safety and Graphics, 3.0 percent in Consumer, and was flat in Electronics and Energy. From a geographic area perspective, 2013 organic local-currency sales growth was 7.1 percent in Latin America/Canada, 3.6 percent in Asia Pacific, 3.1 percent in the United States, and 2.1 percent in EMEA. For the Company in total, organic local-currency sales grew 3.4 percent, with higher organic volumes contributing 2.5 percent and selling price increases contributing 0.9 percent. Acquisitions added 1.4 percent to sales, driven by the November 2012 acquisition of Ceradyne, Inc. (Industrial), the September 2012 purchase of the net assets that comprised the business of Federal Signal Technologies Group (Safety and Graphics), and the April 2012 acquisition of CodeRyte, Inc. (Health Care). Foreign currency translation reduced sales by 1.6 percent year-on-year.

Operating income in 2013 was 21.6 percent of sales, compared to 21.7 percent of sales in 2012, a decline of 0.1 percentage points. Items that reduced operating income margins included lower factory utilization/productivity, strategic investments (including business transformation, enabled by 3M's global ERP implementation), the impact of 2012 acquisitions, and other factors. These factors were largely offset by the combination of selling price increases and raw material cost decreases, in addition to lower pension/postretirement benefit costs. Refer to the section entitled *Results of Operations* for further discussion.

The income tax rate was 28.1 percent in 2013, down 0.9 percentage points versus 2012, which increased earnings per diluted share by approximately 9 cents. Weighted-average diluted shares outstanding in 2013 declined 1.4 percent year-on-year to 693.6 million, which increased earnings per diluted share by approximately 9 cents. Foreign exchange impacts decreased earnings per diluted share by approximately 11 cents.

Fourth-quarter 2012 net income attributable to 3M was \$991 million, or \$1.41 per diluted share, compared to \$954 million, or \$1.35 per diluted share, in the fourth quarter of 2011. Fourth-quarter 2012 sales totaled \$7.4 billion, an increase of 4.2 percent from the fourth quarter of 2011. Organic local-currency sales grew 4.3 percent, acquisitions added 0.9 percent to sales, and foreign currency translation reduced sales by 1.0 percent year-on-year. From a business segment perspective, Consumer led with organic local-currency sales growth of 8.8 percent, driven by consumer health care, construction and home improvement markets, and stationery and office supplies. Health Care organic local-currency sales grew 5.9 percent, with positive growth in all businesses, led by food safety, health information systems, critical and chronic care, and oral care. Electronics and Energy organic local-currency sales growth was 4.4 percent, led by optical systems, with sales also increasing in infrastructure protection, electrical, and telecommunication markets, partially offset by declines in renewable energy and electronics markets materials. Industrial organic local-currency sales grew 4.4 percent, led by 3M Purification Inc. (filtration products), aerospace, industrial adhesives and tapes, abrasives and automotive OEM partially offset by declines in advanced materials. Organic local-currency sales declined 0.3 percent in Safety and Graphics, as sales growth in personal safety, architectural markets, commercial graphics, and roofing granules was offset by a year-on-year decline in traffic safety and security systems.

From a geographic area perspective, fourth-quarter 2012 organic local-currency sales growth was 9.9 percent in Latin America/Canada, 5.8 percent in Asia Pacific, and 5.2 percent in the United States. EMEA organic local-currency sales declined 1.0 percent, impacted by a weak economy in Western Europe. Latin America/Canada sales growth was broad-based, with all five business segments generating positive organic local-currency sales growth, led by Health Care; Safety and Graphics; Electronics and Energy; and Consumer. Organic local-currency sales growth increased 11 percent in Brazil, in the face of a still-recovering economy, and Mexico grew nearly 10 percent. In Asia Pacific, Japan declined year-on-year, reflecting continued challenging economic conditions. Organic local-currency sales in the rest of Asia Pacific grew nearly 10 percent, with China up over 16 percent. Organic local-currency sales growth in the United States was led by Consumer.

For total year 2012, net income attributable to 3M was \$4.444 billion, or \$6.32 per diluted share, compared to \$4.283 billion, or \$5.96 per diluted share, in 2011, an increase of 6.0 percent on a per diluted share basis. Sales totaled \$29.9 billion, an increase of 1.0 percent from 2011.

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Organic local-currency sales grew 2.6 percent, acquisitions added 0.8 percent to sales and foreign currency translation reduced sales by 2.4 percent year-on-year. From a business segment perspective, organic local-currency sales growth was 5.2 percent in Industrial, 4.7 percent in Health Care, 3.6 percent in Consumer, and 2.4 percent in Safety and Graphics. Organic local-currency sales declined 3.7 percent in Electronics and Energy. From a geographic area perspective, 2012 organic local-currency sales growth was 11.1 percent in Latin America/Canada, 4.2 percent in the United States, and 0.1 percent in Asia Pacific. Asia Pacific was impacted by a soft global consumer electronics industry. EMEA organic local-currency sales declined 0.6 percent, impacted by a weak economy in Western Europe.

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Operating income in 2012 was 21.7 percent of sales, compared to 20.9 percent of sales in 2011, an improvement of 0.8 percentage points. The primary benefit (as discussed in the Results of Operations section) related to the combination of selling price increases and raw material cost decreases. Currency effects reduced diluted earnings per share by an estimated 15 cents. Net insurance recoveries in 2012 related to the 2011 earthquake and tsunami in Japan increased earnings by approximately 4 cents per diluted share. In 2011, the impact of natural disasters, net of insurance recoveries, reduced earnings by approximately 6 cents per diluted share. Early retirement/restructuring costs for 2012 totaled approximately 8 cents per diluted share, which included the first quarter 2012 charge of approximately 3 cents per diluted share related to a voluntary early retirement program in the United States.

The most significant non-operating items that impacted earnings in 2012 when compared to 2011 were diluted shares outstanding and income taxes. Average diluted shares outstanding declined 2.2 percent in 2012 to 703.3 million, which increased earnings per diluted share by approximately 14 cents when compared to 2011. The income tax rate for 2012 was 29.0 percent compared to 27.8 percent in 2011, which decreased earnings per diluted share by approximately 11 cents.

The following table contains sales and operating income results by business segment for the years ended December 31, 2013 and 2012. In addition to the discussion below, refer to the section entitled *Performance by Business Segment* and *Performance by Geographic Area* later in MD&A for a more detailed discussion of the sales and income results of the Company and its respective business segments (including Corporate and Unallocated). Refer to Note 15 for additional information on business segments, including Elimination of Dual Credit.

(Dollars in millions)	Net Sales	2013		Net Sales	2012		2013 vs. 2012 % change	
		% of Total	Oper. Income		% of Total	Oper. Income	Net Sales	Oper. Income
<b>Business Segments</b>								
Industrial	\$ 10,584	34.3%	\$ 2,296	\$ 9,943	33.2%	\$ 2,236	6.5%	2.7%
Safety and Graphics	5,657	18.3%	1,239	5,471	18.3%	1,217	3.4%	1.8%
Electronics and Energy	5,393	17.5%	954	5,458	18.3%	1,026	(1.2)%	(7.0)%
Health Care	5,334	17.3%	1,672	5,138	17.2%	1,641	3.8%	1.9%
Consumer	4,435	14.4%	945	4,386	14.7%	943	1.1%	0.2%
Corporate and Unallocated	8	%	(322)	4	%	(471)		
Elimination of Dual Credit	(540)	(1.8)%	(118)	(496)	(1.7)%	(109)		
<b>Total Company</b>	<b>\$ 30,871</b>	<b>100.0%</b>	<b>\$ 6,666</b>	<b>\$ 29,904</b>	<b>100.0%</b>	<b>\$ 6,483</b>	<b>3.2%</b>	<b>2.8%</b>

Sales in 2013 increased 3.2 percent, led by Industrial at 6.5 percent, Health Care at 3.8 percent, and Safety and Graphics at 3.4 percent. Sales increased 1.1 percent in Consumer and declined 1.2 percent in Electronics and Energy. Total company organic local-currency sales growth (which includes organic volume and selling price impacts) was 3.4 percent, acquisitions added 1.4 percent, and foreign currency translation reduced sales by 1.6 percent. Four of 3M's five business segments posted operating income margins in excess of 21 percent in 2013. Worldwide operating income margins for 2013 were 21.6 percent, compared to 21.7 percent for 2012.

Sales in 2012 increased 1.0 percent, led by Consumer at 3.7 percent, Industrial at 3.3 percent and Health Care at 2.5 percent. Sales increased 0.2 percent in Safety and Graphics, and declined 4.8 percent in Electronics and Energy. Total company organic local-currency sales growth was 2.6 percent, acquisitions added 0.8 percent, and foreign currency translation reduced sales by 2.4 percent. Four of 3M's five business segments posted operating income margins in excess of 21 percent in 2012. Worldwide operating income margins for 2012 were 21.7 percent, compared to 20.9 percent for 2011.



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3M generated \$5.817 billion of operating cash flow in 2013, an increase of \$517 million when compared to 2012. This followed an increase of \$16 million when comparing 2012 to 2011. Refer to the section entitled "Financial Condition and Liquidity" later in MD&A for a discussion of items impacting cash flows. In February 2014, 3M's Board of Directors authorized the repurchase of up to \$12 billion of 3M's outstanding common stock, which replaced the Company's February 2013 repurchase program. This new program has no pre-established end date. In 2013, the Company purchased \$5.212 billion of stock, up significantly from \$2.204 billion in 2012 and \$2.701 billion in 2011. The Company expects to purchase \$3 billion to \$5 billion of stock in 2014. In December 2013, 3M's Board of Directors declared a first-quarter 2014 dividend of \$0.855 per share, an increase of 34.6 percent. This marked the 56th consecutive year of dividend increases for 3M. 3M's debt to total capital ratio (total capital defined as debt plus equity) was 25 percent at

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December 31, 2013, 2012 and 2011. 3M has an AA- credit rating with a stable outlook from Standard & Poor's and an Aa2 credit rating with a stable outlook from Moody's Investors Service. The Company has significant cash on hand and sufficient additional access to capital markets to meet its funding needs.

In 2013, the Company experienced stable to declining costs for most raw material categories and transportation fuel. This was driven by year-on-year cost decreases in many feedstock categories, including petroleum based materials, minerals, metals and wood pulp based products. To date the Company is receiving sufficient quantities of all raw materials to meet its reasonably foreseeable production requirements. It is impossible to predict future shortages of raw materials or the impact any such shortages would have. 3M has avoided disruption to its manufacturing operations through careful management of existing raw material inventories and development and qualification of additional supply sources. 3M manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts.

On a worldwide basis, 3M's pension and postretirement plans were 94 percent funded at year-end 2013. The primary U.S. qualified plan, which is approximately 66 percent of the worldwide pension obligation, was 103 percent funded and the international pension plans were 91 percent funded. The U.S. non-qualified pension plan is not funded due to tax considerations and other factors. Asset returns in 2013 for the primary U.S. qualified plan was 6.02%, as 3M strategically invests in both growth assets and fixed income matching assets to manage its funded status, which improved to 103 percent funded at year-end 2013, compared to 96 percent funded at year-end 2012. For the primary U.S. qualified pension plan, the expected long-term rate of return on an annualized basis for 2014 is 7.75%, a decrease of 0.25 percentage points from 2013. The primary U.S. qualified plan year-end 2013 discount rate was 4.98%, up 0.84 percentage points from the year-end 2012 discount rate of 4.14%. The increase in U.S. discount rates resulted in a lower valuation of the projected benefit obligation, which improved the plans' funded status. The changes in 3M's defined benefit plans' funded status significantly impacted several balance sheet amounts. In the fourth-quarter of 2013, these required annual measurements increased stockholders' equity by \$0.9 billion, decreased pension and postretirement benefits' long-term liabilities by \$0.8 billion, increased prepaid pension benefits' assets by \$0.5 billion, and decreased deferred taxes within other assets by \$0.4 billion. Other pension and postretirement changes during the year, such as contributions and amortization, also impacted these balance sheet amounts.

3M expects to contribute approximately \$100 million to \$200 million of cash to its global pension and postretirement plans in 2014. The Company does not have a required minimum cash pension contribution obligation for its U.S. plans in 2014. 3M expects defined benefit pension and postretirement expense in 2014 to decrease by approximately \$160 million pre-tax when compared to 2013. The change in both defined benefit and defined contribution plan expenses would increase earnings per share in 2014 by approximately 15 cents per share when compared to 2013, or approximately 17 cents per share including the impact of defined benefit plan expenses only. Refer to Critical Accounting Estimates within MD&A and Note 10 (Pension and Postretirement Benefit Plans) for additional information concerning 3M's pension and post-retirement plans. In addition, 3M currently expects that its effective tax rate for 2014 will be approximately 28.0 to 29.0 percent, compared to 28.1 percent for 2013.

Forward-looking statements in Item 7 may involve risks and uncertainties that could cause results to differ materially from those projected (refer to the section entitled Cautionary Note Concerning Factors That May Affect Future Results in Item 1 and the risk factors provided in Item 1A for discussion of these risks and uncertainties).

Table of Contents**RESULTS OF OPERATIONS***Net Sales:*

	2013			2012		
	U.S.	Intl.	Worldwide	U.S.	Intl.	Worldwide
Net sales (millions)	\$ 11,151	\$ 19,720	\$ 30,871	\$ 10,571	\$ 19,333	\$ 29,904
% of worldwide sales	36.1%	63.9%		35.3%	64.7%	
Components of net sales change:						
Volume organic	2.4%	2.7%	2.5%	2.1%	0.8%	1.2%
Price	0.7	0.9	0.9	2.1	0.9	1.4
Organic local-currency sales	3.1	3.6	3.4	4.2	1.7	2.6
Acquisitions	2.5	0.9	1.4	0.8	0.8	0.8
Divestitures	(0.1)					
Translation		(2.5)	(1.6)		(3.6)	(2.4)
Total sales change	5.5%	2.0%	3.2%	5.0%	(1.1)%	1.0%

In 2013, organic local-currency sales grew 3.4 percent, with increases of 7.1 percent in Latin America/Canada, 3.6 percent in Asia Pacific, 3.1 percent in the United States, and 2.1 percent in Europe, Middle East and Africa. Worldwide organic local-currency sales grew 5.0 percent in Health Care, 4.6 percent in Industrial, 4.2 percent in Safety and Graphics, 3.0 percent in Consumer, and were flat in Electronics and Energy. Acquisitions added 1.4 percent to worldwide growth and foreign currency translation reduced worldwide sales growth by 1.6 percent.

Worldwide selling prices rose 0.9 percent in 2013 and 1.4 percent in 2012. Selling price increases were driven by two primary factors in both 2013 and 2012. First, investment in research and development continues to support a strong price/value equation in many of the markets that 3M serves. Second, 3M adjusts selling prices to offset currency devaluations in certain developing countries. These increases have more than offset selling price declines in 3M's optical systems business, where prices typically decline each year, which is common for the electronics industry.

In 2012, organic local-currency sales increased 2.6 percent. Organic local-currency sales growth was led by Latin America/Canada and the United States, while Asia Pacific was flat, and EMEA was down slightly. Worldwide organic local-currency sales grew 5.2 percent in Industrial, 4.7 percent in Health Care, 3.6 percent in Consumer, and 2.4 percent in Safety and Graphics. Organic local-currency sales declined 3.7 percent in Electronics and Energy. Acquisitions added 0.8 percent to worldwide growth and foreign currency translation reduced 2012 worldwide sales growth by 2.4 percent.

Refer to the sections entitled *Performance by Business Segment* and *Performance by Geographic Area* later in MD&A for additional discussion of sales change.

Table of Contents**Operating Expenses:**

(Percent of net sales)	2013	2012	2011	2013 Versus 2012	2012 Versus 2011
Cost of sales	52.1%	52.4%	53.0%	(0.3)%	(0.6)%
Selling, general and administrative expenses	20.7	20.4	20.8	0.3	(0.4)
Research, development and related expenses	5.6	5.5	5.3	0.1	0.2
Operating income	21.6%	21.7%	20.9%	(0.1)%	0.8%

Pension and postretirement expense decreased \$97 million in 2013 compared to 2012, compared to an increase of \$95 million for 2012 compared to 2011. 2012 includes a \$26 million charge related to the first-quarter 2012 voluntary early retirement incentive program (discussed in Note 10). Pension and postretirement expense is recorded in cost of sales; selling, general and administrative expenses (SG&A); and research, development and related expenses (R&D). Refer to Note 10 (Pension and Postretirement Plans) for components of net periodic benefit cost and the assumptions used to determine net cost.

**Cost of Sales:**

Cost of sales includes manufacturing, engineering and freight costs.

Cost of sales, measured as a percent of net sales, was 52.1 percent in 2013, a decrease of 0.3 percentage points from 2012. Cost of sales as a percent of sales decreased due to the combination of selling price increases and raw material cost decreases, as selling prices rose 0.9 percent and raw material cost deflation was approximately 2 percent favorable year-on-year. In addition, lower pension and postretirement costs (of which a portion impacts cost of sales), in addition to organic volume increases, decreased cost of sales as a percent of sales. These benefits were partially offset by the impact of 2012 acquisitions and lower factory utilization.

Cost of sales, measured as a percent of net sales, was 52.4 percent in 2012, a decrease of 0.6 percentage points from 2011. The net impact of selling price/raw material cost changes was the primary factor that decreased cost of sales as a percent of sales, as selling prices increased 1.4 percent and raw material costs decreased approximately 2 percent. This benefit was partially offset by higher pension and postretirement costs.

**Selling, General and Administrative Expenses:**

Selling, general and administrative expenses (SG&A) increased \$282 million, or 4.6 percent, in 2013 when compared to 2012. In 2013, SG&A included strategic investments in business transformation, enabled by 3M's global enterprise resource planning (ERP) implementation, in addition to increases from acquired businesses that were largely not in 3M's 2012 spending (Ceradyne, Inc. and Federal Signal Technologies), which were partially offset by lower pension and postretirement expense. SG&A, measured as a percent of sales, increased 0.3 percentage points to 20.7 percent in 2013, compared to 20.4 percent in 2012.

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SG&A decreased \$68 million, or 1.1 percent, in 2012 when compared to 2011. In addition to cost-control and other productivity efforts, 3M experienced some savings from its first-quarter 2012 voluntary early retirement incentive program and other restructuring actions. These benefits more than offset increases related to acquisitions, higher year-on-year pension and postretirement expense, and restructuring expenses. SG&A in 2012 included increases from acquired businesses which were not in 3M's full-year 2011 base spending, primarily related to the 2011 acquisitions of Winterthur Technologie AG and the do-it-yourself and professional business of GPI Group, in addition to SG&A spending related to the 2012 acquisitions of Ceradyne, Inc., Federal Signal Technologies Group, and CodeRyte, Inc. SG&A, measured as a percent of sales, was 20.4 percent in 2012, a decrease of 0.4 percentage points when compared to 2011.

### *Research, Development and Related Expenses:*

Research, development and related expenses (R&D) increased 4.9 percent in 2013 compared to 2012 and increased 4.1 percent in 2012 compared to 2011, as 3M continued to support its key growth initiatives, including more R&D aimed at disruptive innovation. In 2013, increases from acquired businesses that were largely not in 3M's 2012 spending (primarily Ceradyne, Inc. and Federal Signal Technologies) were partially offset by lower pension and postretirement expense. In

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2012, investments to support key growth initiatives, along with higher pension and postretirement expense, were partially offset by cost-control efforts and savings from 3M's first-quarter 2012 voluntary early retirement incentive program. R&D, measured as a percent of sales, was 5.6 percent in 2013, compared to 5.5 percent in 2012 and 5.3 percent in 2011.

***Operating Income:***

3M uses operating income as one of its primary business segment performance measurement tools.

Operating income margins were 21.6 percent in 2013, compared to 21.7 in 2012, a decrease of 0.1 percentage points. Items that reduced operating income margins included a 0.5 percentage point impact from lower factory utilization/productivity, along with a 0.4 percentage point impact from the combination of business transformation, enabled by 3M's global ERP implementation, along with more R&D aimed at disruptive innovation. The recently enacted medical device excise tax in the U.S., foreign currency effects, acquisition impacts, and other net impacts reduced operating income margins by 0.7 percentage points. These factors were largely offset by items that increased operating income margins, which included a 1.2 percentage point benefit from the combination of selling price increases and raw material cost decreases. Finally, lower pension/postretirement benefit costs increased operating income margins by 0.3 percentage points.

Operating income was 21.7 percent of sales in 2012, compared to 20.9 percent of sales in 2011, an improvement of 0.8 percentage points. The improvement was driven by a 1.6 percentage point benefit from the combination of selling price increases and raw material cost decreases. This was partially offset by increased pension/postretirement benefit costs and acquisition impacts, each of which reduced margins by 0.3 percentage points, and other net impacts, which decreased margins by 0.2 percentage points.

***Interest Expense and Income:***

(Millions)	2013		2012		2011	
Interest expense	\$	145	\$	171	\$	186
Interest income		(41)		(39)		(39)
Total	\$	104	\$	132	\$	147

*Interest Expense:* Interest expense decreased in both 2013 and 2012. The 2013 decrease was primarily due to lower interest rates. The 2012 decrease was driven by lower average international debt balances and lower interest rates on U.S. debt.

*Interest Income:* Interest income was up \$2 million when comparing 2013 to 2012, as higher average international cash balances were largely offset by lower average U.S. balances and lower U.S. and international interest rates. In 2012, lower U.S. cash balances and lower interest rates internationally were offset by higher international cash balances and higher interest rates in the U.S.

***Provision for Income Taxes:***

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(Percent of pre-tax income)	2013	2012	2011
Effective tax rate	28.1%	29.0%	27.8%

The effective tax rate for 2013 was 28.1 percent, compared to 29.0 percent in 2012, a decrease of 0.9 percentage points, impacted by many factors. Factors that decreased the Company's effective tax rate included international taxes as a result of changes to the geographic mix of income before taxes, the reinstatement of the U.S. research and development credit in 2013, an increase in the domestic manufacturer's deduction benefit, the restoration of tax basis on certain assets for which depreciation deductions were previously limited, and other items. Combined, these factors decreased the Company's effective tax rate by 4.0 percentage points. This benefit was partially offset by factors that increased the effective tax rate by 3.1 percentage points, which largely related to adjustments to 3M's income tax reserves for 2013 when compared to 2012.

The effective tax rate for 2012 was 29.0 percent, compared to 27.8 percent in 2011, an increase of 1.2 percentage points, impacted by many factors. The primary factors that increased the Company's effective tax rate year-on-year include international taxes, specifically with respect to the corporate reorganization of a wholly owned international subsidiary (which benefited 2011), state income taxes, lower domestic manufacturer's deduction, and the lapse of the U.S. research and development credit. These and other factors, when compared to 2011, increased the 2012 effective tax rate by 2.1 percentage points. Factors that decreased the Company's effective tax rate year-on-year include international taxes as a

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result of changes to the geographic mix of income before taxes and adjustments to its income tax reserves. These factors, when compared to 2011, decreased the effective tax rate 0.9 percentage points.

The Company currently expects that its effective tax rate for total year 2014 will be approximately 28.0 to 29.0 percent. The rate can vary from quarter to quarter due to discrete items, such as the settlement of income tax audits and changes in tax laws, as well as recurring factors, such as the geographic mix of income before taxes.

Refer to Note 7 for further discussion of income taxes.

***Net Income Attributable to Noncontrolling Interest:***

(Millions)	2013		2012		2011	
Net income attributable to noncontrolling interest	\$	62	\$	67	\$	74

Net income attributable to noncontrolling interest represents the elimination of the income or loss attributable to non-3M ownership interests in 3M consolidated entities. The changes in noncontrolling interest amounts are primarily related to Sumitomo 3M Limited (Japan), which is 3M's most significant consolidated entity with non-3M ownership interests. As of December 31, 2013, 3M's effective ownership in Sumitomo 3M Limited is 75 percent.

***Currency Effects:***

3M estimates that year-on-year currency effects, including hedging impacts, decreased net income attributable to 3M by approximately \$74 million and \$103 million in 2013 and 2012, respectively. These estimates include the effect of translating profits from local currencies into U.S. dollars; the impact of currency fluctuations on the transfer of goods between 3M operations in the United States and abroad; and transaction gains and losses, including derivative instruments designed to reduce foreign currency exchange rate risks and the negative impact of swapping Venezuelan bolivars into U.S. dollars. 3M estimates that year-on-year derivative and other transaction gains and losses decreased net income attributable to 3M by approximately \$12 million in 2013 and increased net income attributable to 3M by approximately \$49 million in 2012.



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**PERFORMANCE BY BUSINESS SEGMENT**

Disclosures relating to 3M's business segments are provided in Item 1, Business Segments. Financial information and other disclosures are provided in the Notes to the Consolidated Financial Statements. As discussed in Note 15, effective in the first quarter of 2013, the Company completed a realignment of its business segments to better serve global markets and customers. Segment information presented herein reflects the impacts of these changes for all periods presented. The reportable segments are Industrial; Safety and Graphics; Electronics and Energy; Health Care; and Consumer. Information related to 3M's business segments is presented in the tables that follow. Organic local-currency sales include both organic volume impacts plus selling price impacts. Acquisition impacts, if any, are measured separately for the first twelve months of the acquisition. The divestiture impacts, if any, foreign currency translation impacts and total sales change are also provided for each business segment. Any references to EMEA relate to Europe, Middle East and Africa on a combined basis.

***Corporate and Unallocated:***

In addition to these five operating business segments, 3M assigns certain costs to Corporate and Unallocated, which is presented separately in the preceding business segments table and in Note 15. Corporate and Unallocated includes a variety of miscellaneous items, such as corporate investment gains and losses, certain derivative gains and losses, certain insurance-related gains and losses, certain litigation and environmental expenses, corporate restructuring charges and certain under- or over-absorbed costs (e.g. pension, stock-based compensation) that the Company may choose not to allocate directly to its business segments. Because this category includes a variety of miscellaneous items, it is subject to fluctuation on a quarterly and annual basis.

Corporate and Unallocated operating expenses decreased by \$149 million in 2013 when compared to 2012. Of the \$149 million decrease in 2013, approximately \$127 million was due to lower pension and postretirement benefit expense. The primary items driving the \$51 million increase in Corporate and Unallocated in 2012 when compared to 2011 were pension and postretirement expense, as a portion of the 2012 increase in these expenses were not allocated directly to the five operating business segments (\$63 million), partially offset by an increase in other environmental insurance receivables, which benefited 2012 by \$15 million (as discussed in Note 13).

***Operating Business Segments:***

All five business segments, when comparing 2013 to 2012, were impacted by investments in business transformation, which are enabled by 3M's global ERP implementation, and by higher allocated pension and postretirement benefit expenses. The implementation of 3M's ERP system has increased spending in total, and the transition of 3M's ERP system from the development stage into deployment has also resulted in more ERP costs being borne by the five operating business segments rather than Corporate and Unallocated. This negatively impacted each business segment's annual 2013 operating income margins by approximately 0.30 percentage points when compared to 2012. 3M's pension and postretirement benefit expenses declined \$97 million when comparing 2013 to 2012; however, \$127 million of this reduction was allocated to Corporate and Unallocated, resulting in \$30 million of additional expense being absorbed by the five operating business segments in 2013, or a negative year-on-year impact of approximately 0.10 percentage points. Thus, while operating income margins have declined when comparing 2013 to 2012 for all five business segments, on average approximately 0.40 percentage points of this decline relates to the impact of higher ERP implementation expenses and higher pension and postretirement benefit expenses. When comparing 2012 to 2011, operating business segment results reflect \$32 million in higher year-on-year pension and postretirement benefit expenses.

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The following discusses total year results for 2013 compared to 2012, and also discusses 2012 compared to 2011, for each business segment.

Table of Contents*Industrial Business (34.3% of consolidated sales):*

	<b>2013</b>		<b>2012</b>		<b>2011</b>
Sales (millions)	\$	<b>10,584</b>	\$	9,943	\$ 9,629
Sales change analysis:					
Organic local currency		<b>4.6%</b>		5.2%	9.0%
Acquisitions		<b>3.6</b>		1.1	6.1
Translation		<b>(1.7)</b>		(3.0)	3.5
Total sales change		<b>6.5%</b>		3.3%	18.6%
Operating income (millions)	\$	<b>2,296</b>	\$	2,236	\$ 1,983
Percent change		<b>2.7%</b>		12.8%	15.3%
Percent of sales		<b>21.7%</b>		22.5%	20.6%

The Industrial segment serves a broad range of markets, such as automotive original equipment manufacturer (OEM) and automotive aftermarket (auto body shops and retail), electronics, appliance, paper and printing, packaging, food and beverage, and construction. Industrial products include tapes, a wide variety of coated, non-woven and bonded abrasives, adhesives, advanced ceramics, sealants, specialty materials, 3M Purification Inc. (filtration products), closure systems for personal hygiene products, acoustic systems products, and components and products that are used in the manufacture, repair and maintenance of automotive, marine, aircraft and specialty vehicles.

*Year 2013 results:*

Sales in Industrial totaled \$10.6 billion, up 6.5 percent in U.S. dollars. Organic local-currency sales increased 4.6 percent, acquisitions added 3.6 percent, and foreign currency translation reduced sales by 1.7 percent. On an organic local-currency basis, all of Industrial's businesses experienced positive sales growth in 2013, led by aerospace, automotive OEM, 3M Purification Inc. (filtration products), and industrial adhesives and tapes. Acquisition growth related to the 2012 acquisition of Ceradyne, Inc. (Ceradyne). As disclosed in Note 2, in November 2012, 3M acquired Ceradyne, which is headquartered in Costa Mesa, California. Ceradyne is involved in the development and production of advanced technical ceramics for demanding applications in the automotive, oil and gas, solar, industrial, electronics and defense industries.

Geographically, organic local-currency sales increased 8 percent in Latin America/Canada, 5 percent in the United States, 4 percent in EMEA, and 3 percent in Asia Pacific.

Operating income was \$2.3 billion in 2013, up 2.7 percent year-on-year. Operating income margins decreased by 0.8 percentage points to 21.7 percent. This decline in margins largely related to the Ceradyne acquisition, which reduced 2013 operating income margins by 0.7 percentage points.

*Year 2012 results:*

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Sales in Industrial totaled \$9.9 billion, up 3.3 percent in U.S. dollars. Organic local-currency sales increased 5.2 percent, acquisitions added 1.1 percent, and foreign currency translation reduced sales by 3.0 percent. Acquisitions growth was primarily driven by Winterthur Technologie AG (Winterthur) in the abrasives market, Ceradyne, Inc. (Ceradyne) in the advanced technical ceramics market, and Alpha Beta Enterprise Co. Ltd. (Alpha Beta) in industrial tapes, all of which are discussed further below. On an organic local-currency basis, sales growth was strongest in automotive OEM, aerospace, abrasives and 3M Purification Inc.

Geographically, organic local-currency sales increased 8 percent in the United States, 7 percent in Latin America/Canada, 5 percent in Asia Pacific, and 1 percent in EMEA.

Operating income was \$2.2 billion in 2012, 12.8 percent higher than 2011, with the primary benefit related to the combination of selling price increases and raw material cost decreases. Operating income growth was led by the United States. Operating income margins increased by 1.9 percentage points to 22.5 percent.

3M continued to invest in its Industrial business. In November 2012, 3M acquired Ceradyne. In March 2011, 3M acquired a controlling interest in Winterthur via completion of a public tender offer. Winterthur, based in Zug, Switzerland, is a leading global supplier of precision grinding technology serving customers in the area of hard-to-grind precision applications in industrial, automotive, aircraft, and cutting tools. In addition, in February 2011, 3M completed its acquisition

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of the tape-related assets of Alpha Beta, a leading manufacturer of box sealing tape and masking tape headquartered in Taipei, Taiwan.

*Investment:*

In March 2005, 3M's automotive business completed the purchase of 19 percent of TI&M Beteiligungsgesellschaft mbH (TI&M) for approximately \$55 million. TI&M is the parent company of I&T Innovation Technology Entwicklungsund Holding Aktiengesellschaft (I&T), an Austrian maker of flat flexible cable and circuitry. Pursuant to a Shareholders Agreement, 3M marketed I&T's flat flexible wiring systems for automotive interior applications to the global automotive market. I&T filed a petition for bankruptcy protection in August 2006. As part of its agreement to purchase the shares of TI&M, the Company was granted a put option that gave the Company the right to sell back its entire ownership interest in TI&M to the other investors from whom the Company acquired its 19 percent interest. The put option became exercisable January 1, 2007. The Company exercised the put option and recovered approximately \$25 million of its investment from one of the investors based in Belgium in February 2007. The other two TI&M investors from whom the Company purchased its shares filed a bankruptcy petition in Austria in January 2007. Through the Austrian bankruptcy process and pursuit of recovery from the bank that held the 3M purchase price paid to the two bankrupt investors, 3M recovered all but an immaterial amount of the remaining investment through October 2013 at which point 3M resolved its remaining claims.

Table of Contents**Safety and Graphics Business (18.3% of consolidated sales):**

	<b>2013</b>		<b>2012</b>		<b>2011</b>
Sales (millions)	\$	<b>5,657</b>	\$	5,471	\$ 5,458
Sales change analysis:					
Organic local currency		<b>4.2%</b>		2.4%	5.1%
Acquisitions		<b>1.3</b>		0.6	3.3
Translation		<b>(2.1)</b>		(2.8)	3.6
Total sales change		<b>3.4%</b>		0.2%	12.0%
Operating income (millions)	\$	<b>1,239</b>	\$	1,217	\$ 1,237
Percent change		<b>1.8%</b>		(1.6)%	8.7%
Percent of sales		<b>21.9%</b>		22.3%	22.7%

The Safety and Graphics segment serves a broad range of markets that increase the safety, security and productivity of people, facilities and systems. Major product offerings include personal protection products; traffic safety and security products, including border and civil security solutions; commercial graphics sheeting and systems; architectural surface and lighting solutions; cleaning and protection products for commercial establishments, and roofing granules for asphalt shingles.

*Year 2013 results:*

Sales in Safety and Graphics totaled \$5.7 billion, up 3.4 percent in U.S. dollars. Organic local-currency sales increased 4.2 percent, acquisitions added 1.3 percent, and foreign currency translation reduced sales by 2.1 percent. On an organic local-currency basis, sales growth was led by personal safety, commercial graphics, industrial minerals, and building and commercial services. Organic local-currency sales declined in traffic safety and security systems. Acquisition growth related to the September 2012 purchase of net assets that comprised the business of Federal Signal Technologies Group.

Organic local-currency sales increased 9 percent in both Latin America/Canada and Asia Pacific, and 2 percent in the United States. Organic local-currency sales were flat in EMEA.

Operating income in 2013 totaled \$1.2 billion, up 1.8 percent. Operating income margins were 21.9 percent of sales, compared to 22.3 percent in 2012. This decline in margins related to the Federal Signal Technologies Group acquisition, which reduced 2013 operating income margins by 0.5 percentage points.

*Year 2012 results:*

Sales in Safety and Graphics were \$5.5 billion, up 0.2 percent in U.S. dollars. Organic local-currency sales increased 2.4 percent, led by architectural markets, personal safety, and commercial graphics, with growth also in building and commercial services, and roofing granules.

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Organic local-currency sales declined in traffic safety and security. Acquisitions sales growth of 0.6 percent related to the September 2012 purchase of the net assets that comprised the business of Federal Signal Technologies Group from Federal Signal Corp. This business focuses on electronic toll collection and parking management hardware and software services. Foreign currency translation reduced sales by 2.8 percent.

Geographically, organic local-currency sales increased 16 percent in Latin America/Canada and 1 percent in both the United States and Asia Pacific. Organic local-currency sales declined 2 percent in EMEA.

Operating income in 2012 totaled \$1.2 billion, down 1.6 percent. Operating income margins were 22.3 percent of sales, compared to 22.7 percent in 2011. The year-on-year decline in operating income dollars and margins was attributable to softness in traffic safety and security, which has been impacted by lower government spending.

Table of Contents**Electronics and Energy Business (17.5% of consolidated sales):**

	2013		2012		2011
Sales (millions)	\$ 5,393	\$	5,458	\$	5,732
Sales change analysis:					
Organic local currency		%	(3.7)%		(0.5)%
Translation	(1.2)		(1.1)		2.3
Total sales change	(1.2)%		(4.8)%		1.8%
Operating income (millions)	\$ 954	\$	1,026	\$	1,140
Percent change	(7.0)%		(10.0)%		(5.5)%
Percent of sales	17.7%		18.8%		19.9%

The Electronics and Energy segment serves customers in the electronics and energy markets, including solutions for dependable, cost-effective, high-performance electronic devices, telecommunications networks, electrical products, power generation and distribution, and infrastructure protection. This segment's electronics solutions include optical film solutions for the electronic display industry; packaging and interconnection devices; high performance fluids and abrasives; high-temperature and display tapes; 3M Flexible Circuits, which use electronic packaging and interconnection technology; and the touch systems business, which includes touch screens, touch monitors, and touch sensor components. This segment's energy solutions include pressure sensitive tapes and resins; electrical insulation; a wide array of fiber-optic and copper-based telecommunications systems; renewable energy component solutions for the solar and wind power industries; and infrastructure products that provide both protection and detection solutions.

The optical film business provides films that serve numerous market segments of the electronic display industry. 3M provides distinct products for five market segments, including products for: 1) LCD computer monitors 2) LCD televisions 3) handheld devices such as cellular phones and tablets 4) notebook PCs and 5) automotive displays. The optical business includes a number of different products that are protected by various patents and groups of patents. These patents provide varying levels of exclusivity to 3M for a number of such products. As some of 3M's multi-layer optical film patents expired at the end of 2013 and will expire over several years thereafter, 3M will likely see more competition in these products. 3M continues to innovate in the area of optical films and files patents on its new technology and products. 3M's proprietary manufacturing technology and know-how also provide a competitive advantage to 3M independent of its patents.

*Year 2013 results:*

Electronics and Energy sales totaled \$5.4 billion, down 1.2 percent in U.S. dollars, with this decrease related to foreign currency translation. Organic local-currency sales were flat in 3M's electronics-related businesses, with increases in touch systems and optical systems offset by decreases in electronics markets materials. Organic local-currency sales were also flat in 3M's energy-related businesses, where sales gains in electrical markets were offset by sales declines in infrastructure protection, telecommunication markets, and renewable energy.

On a geographic basis, organic local-currency sales increased slightly in Latin America/Canada and Asia Pacific. Organic local-currency sales declined slightly in the United States and EMEA.



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Operating income decreased 7.0 percent to \$954 million in 2013. Operating income margins were 17.7 percent, compared to 18.8 percent in 2012. The operating margin decline was primarily attributable to lower factory utilization and flat year-on-year organic local-currency sales.

### *Year 2012 results:*

Electronics and Energy sales totaled \$5.5 billion, down 4.8 percent in U.S. dollars. Organic local-currency sales declined 3.7 percent and foreign currency translation reduced sales by 1.1 percent. Organic local-currency sales declined in the consumer electronics-related businesses, including a 9 percent decline in optical systems, driven by lower optical film volumes for LCD TVs. In addition, organic local-currency sales declined in the renewable energy and telecommunications markets business. Organic local-currency sales increased in 3M's touch systems, infrastructure protection, and electrical markets businesses.

On a geographic basis, organic local-currency sales increased 14 percent in Latin America/Canada and 3 percent in the United States. Organic local-currency sales declined 6 percent in EMEA and 7 percent in Asia Pacific.

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Operating income decreased 10.0 percent to \$1.0 billion in 2012. Operating income margins were 18.8 percent, compared to 19.9 percent in 2011. The year-on-year decline was largely attributable to the decline in optical systems.

**Health Care Business (17.3% of consolidated sales):**

	2013	2012	2011
Sales (millions)	\$ 5,334	\$ 5,138	\$ 5,011
Sales change analysis:			
Organic local currency	5.0%	4.7%	4.6%
Acquisitions	0.1	0.3	3.8
Translation	(1.3)	(2.5)	3.1
Total sales change	3.8%	2.5%	11.5%
Operating income (millions)	\$ 1,672	\$ 1,641	\$ 1,484
Percent change	1.9%	10.5%	9.4%
Percent of sales	31.3%	31.9%	29.6%

The Health Care segment serves markets that include medical clinics and hospitals, pharmaceuticals, dental and orthodontic practitioners, health information systems, and food manufacturing and testing. Products and services provided to these and other markets include medical and surgical supplies, skin health and infection prevention products, inhalation and transdermal drug delivery systems, dental and orthodontic products (oral care), health information systems, and food safety products.

*Year 2013 results:*

Health Care sales totaled \$5.3 billion, an increase of 3.8 percent in U.S. dollars. Organic local-currency sales increased 5.0 percent, acquisitions added 0.1 percent, and foreign currency translation reduced sales by 1.3 percent. Organic local-currency sales growth was led by health information systems, food safety, critical and chronic care, infection prevention, and oral care. Organic local-currency sales declined in drug delivery. Acquisition growth related to the April 2012 acquisition of CodeRyte, Inc., which is discussed further below.

On a geographic basis, organic local-currency sales increased 10 percent in Latin America/Canada, 8 percent in Asia Pacific, and 4 percent in both EMEA and the United States.

Operating income increased 1.9 percent to \$1.7 billion. Operating income margins were 31.3 percent in 2013, compared to 31.9 percent in 2012. Effective January 1, 2013, 3M began to absorb additional costs related to the U.S. medical device excise tax, which decreased operating income margins by 0.4 percentage points. The third-quarter 2013 gain from sale of a non-strategic equity method investment benefited total year 2013 operating income margins by 0.3 percentage points.

*Year 2012 results:*

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Health Care sales totaled \$5.1 billion, an increase of 2.5 percent in U.S. dollars. Organic local-currency sales increased 4.7 percent, led by food safety, health information systems, and critical and chronic care solutions. Sales declined year-on-year in drug delivery systems. Acquisitions added 0.3 percent, as 3M further strengthened its health information systems business in April 2012 by acquiring CodeRyte, Inc., which provides clinical natural language processing technology and computer-assisted coding solutions for outpatient providers. Foreign currency translation reduced sales by 2.5 percent.

On a geographic basis, organic local-currency sales increased 12.5 percent in Latin America/Canada, 10 percent in Asia Pacific, 4 percent in the United States, and 1 percent in EMEA.

Operating income increased 10.5 percent to \$1.6 billion. Operating income margins were 31.9 percent in 2012 compared to 29.6 percent in 2011, driven by strong manufacturing cost control, improved utilization and production efficiencies. Operating income grew in all major geographic areas.

Table of Contents**Consumer Business (14.4% of consolidated sales):**

	<b>2013</b>		<b>2012</b>		<b>2011</b>
Sales (millions)	\$ 4,435	\$	4,386	\$	4,230
Sales change analysis:					
Organic local currency	<b>3.0%</b>		3.6%		4.0%
Acquisitions			2.0		1.3
Divestitures	<b>(0.1)</b>				
Translation	<b>(1.8)</b>		(1.9)		2.4
Total sales change	<b>1.1%</b>		3.7%		7.7%
Operating income (millions)	\$ 945	\$	943	\$	855
Percent change	<b>0.2%</b>		10.3%		(0.5)%
Percent of sales	<b>21.3%</b>		21.5%		20.2%

The Consumer segment serves markets that include consumer retail, office retail, home improvement, building maintenance and other markets. Products in this segment include office supply products, stationery products, construction and home improvement products (do-it-yourself), home care products, protective material products, certain consumer retail personal safety products, and consumer health care products.

*Year 2013 results:*

Sales in Consumer totaled \$4.4 billion, up 1.1 percent in U.S. dollars. Organic local-currency sales increased 3.0 percent, divestitures reduced sales by 0.1 percent, and foreign currency translation reduced sales by 1.8 percent. On an organic local-currency basis, sales growth was led by consumer health care, home care, and construction and home improvement. Organic local-currency sales increased slightly in stationary and office supplies, impacted by continued consolidation trends in the office retail and wholesale market.

On a geographic basis, organic local-currency sales increased 7 percent in Asia Pacific and 3 percent in both Latin America/Canada and the United States. Organic local-currency sales declined 1 percent in EMEA.

Consumer operating income was \$945 million, up 0.2 percent from 2012. Operating income margins were 21.3 percent, down slightly from 2012.

As discussed in Note 2, in June 2013, 3M completed the sale of the Scientific Anglers and Ross Reels businesses to The Orvis Company, Inc. based in Manchester, Vermont.

*Year 2012 results:*

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Sales in Consumer totaled \$4.4 billion, up 3.7 percent in U.S. dollars. Organic local-currency sales increased 3.6 percent, acquisitions added 2.0 percent, and foreign currency translation reduced sales by 1.9 percent. Organic local-currency sales growth was led by the consumer health care and construction and home improvement businesses. Organic local-currency sales increased slightly in stationery and office supplies, impacted by continued softness in the office wholesale and retail markets. Acquisition growth was largely due to the October 2011 acquisition of the do-it-yourself and professional business of GPI Group. GPI is a manufacturer and marketer of home improvement products such as tapes, hooks, insulation and floor protection products and accessories. The addition of GPI's products expands 3M's product portfolio in core and complementary categories in the construction and home improvement markets.

On a geographic basis, organic local-currency sales increased 10 percent in Latin America/Canada, and 4 percent in both Asia Pacific and the United States. EMEA organic local-currency sales decreased 2 percent.

Consumer operating income increased 10.3 percent to \$943 million. Operating income margins were 21.5 percent, compared to 20.2 percent in 2011, as all businesses and major geographic areas posted operating income increases. Consumer benefited from the combination of selling price increases and raw material cost decreases, in addition to cost-control efforts.

Table of Contents**PERFORMANCE BY GEOGRAPHIC AREA**

While 3M manages its businesses globally and believes its business segment results are the most relevant measure of performance, the Company also utilizes geographic area data as a secondary performance measure. Export sales are generally reported within the geographic area where the final sales to 3M customers are made. A portion of the products or components sold by 3M's operations to its customers are exported by these customers to different geographic areas. As customers move their operations from one geographic area to another, 3M's results will follow. Thus, net sales in a particular geographic area are not indicative of end-user consumption in that geographic area. Financial information related to 3M operations in various geographic areas is provided in Note 16. As discussed in Note 16, during the first quarter of 2013, 3M realigned its geographic area structure to include Puerto Rico in the United States rather than in the Latin America/Canada region. Geographic area information presented herein reflects the impact of this change for all periods presented.

A summary of key information and discussion related to 3M's geographic areas follow:

	2013					
	United States	Asia Pacific	Europe, Middle East & Africa	Latin America/Canada	Other Unallocated	Worldwide
Net sales (millions)	\$ 11,151	\$ 9,047	\$ 7,085	\$ 3,611	\$ (23)	\$ 30,871
% of worldwide sales	36.1%	29.3%	22.9%	11.7%		100.0%
Components of net sales change:						
Volume organic	2.4%	4.3%	1.5%	1.5%		2.5%
Price	0.7	(0.7)	0.6	5.6		0.9
Organic local-currency sales	3.1	3.6	2.1	7.1		3.4
Acquisitions	2.5	0.2	2.0	0.3		1.4
Divestitures	(0.1)					
Translation		(4.3)	1.2	(5.1)		(1.6)
Total sales change	5.5%	(0.5)%	5.3%	2.3%		3.2%
Operating income (millions)	\$ 2,210	\$ 2,386	\$ 1,168	\$ 908	\$ (6)	\$ 6,666
Percent change	14.0%	(2.6)%	0.4%	(3.0)%		2.8%

For total year 2013, as shown in the preceding table, sales rose 3.2 percent, with organic volume increases of 2.5 percent and selling price increases of 0.9 percent. Acquisitions added 1.4 percent, while foreign currency translation reduced sales by 1.6 percent. Organic local-currency sales increased 7.1 percent in Latin America/Canada, 3.6 percent in Asia Pacific, 3.1 percent in the United States, and 2.1 percent in EMEA. For 2013, international operations represented 63.9 percent of 3M's sales.

	2012					
	United States	Asia Pacific	Europe, Middle East & Africa	Latin America/Canada	Other Unallocated	Worldwide
Net sales (millions)	\$ 10,571	\$ 9,092	\$ 6,730	\$ 3,529	\$ (18)	\$ 29,904
% of worldwide sales	35.3%	30.4%	22.5%	11.8%		100.0%
Components of net sales change:						
Volume organic	2.1%	1.3%	(2.8)%	7.0%		1.2%
Price	2.1	(1.2)	2.2	4.1		1.4

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Organic local-currency sales	4.2	0.1	(0.6)	11.1	2.6	
Acquisitions	0.8	0.3	1.9	0.1	0.8	
Translation		(0.6)	(6.2)	(6.4)	(2.4)	
Total sales change	5.0%	(0.2)%	(4.9)%	4.8%	1.0%	
Operating income (millions)	\$ 1,938	\$ 2,450	\$ 1,163	\$ 936	\$ (4)	\$ 6,483
Percent change	18.2%	(2.9)%	1.2%	5.6%		4.9%

For total year 2012, as shown in the preceding table, sales rose 1.0 percent, with organic volume increases of 1.2 percent and selling price increases of 1.4 percent. Acquisitions added 0.8 percent, while foreign currency translation reduced sales by 2.4 percent. Organic local-currency sales growth was led by Latin America/Canada at 11.1 percent and the United States at 4.2 percent. Organic local-currency sales increased in Asia Pacific by 0.1 percent and declined in EMEA by 0.6 percent. For 2012, international operations represented 64.7 percent of 3M's sales.

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(Millions, except Employees)	Employees as of December 31,			Capital Spending			Property, Plant and Equipment - net as of December 31,	
	2013	2012	2011	2013	2012	2011	2013	2012
United States	<b>34,719</b>	34,851	33,246	\$ <b>941</b>	\$ 816	\$ 688	\$ <b>4,478</b>	\$ 4,279
Asia Pacific	<b>18,417</b>	18,210	18,015	<b>284</b>	332	409	<b>1,943</b>	2,029
Europe, Middle East and Africa	<b>20,504</b>	20,638	20,113	<b>290</b>	226	180	<b>1,636</b>	1,499
Latin America and Canada	<b>15,027</b>	13,978	12,824	<b>150</b>	110	102	<b>595</b>	571
Total Company	<b>88,667</b>	87,677	84,198	\$ <b>1,665</b>	\$ 1,484	\$ 1,379	\$ <b>8,652</b>	\$ 8,378

**Employment:**

Employment increased by 990 positions in 2013 and 3,479 positions in 2012. Acquisitions increased employment by approximately 2,500 full-time equivalents for 2012. In addition, the other primary factor that increased employment in both years was additions in developing economies to support growth.

**Capital Spending/Net Property, Plant and Equipment:**

Investments in property, plant and equipment enable growth across many diverse markets, helping to meet product demand and increasing manufacturing efficiency. Capital spending was \$1.665 billion in 2013, compared to \$1.484 billion in 2012 and \$1.379 billion in 2011. The Company expects 2014 capital spending to be approximately \$1.7 billion to \$1.8 billion, as 3M continues to invest in its businesses. In 2013, 3M continued its expansion of manufacturing capacity in key growth markets, including investments in the U.S., China, Germany, and Brazil. This included significant investments across 3M's many businesses, such as abrasives, industrial adhesives and tapes, advanced materials, electronics-related, infection prevention, and other businesses. 3M continued its investments in IT systems and infrastructure, including ongoing phased implementation of an ERP system on a worldwide basis over the next several years. In addition, 3M is sustaining existing facilities through general maintenance, cost reduction, and compliance efforts. In 2012, 3M expanded manufacturing capacity in key growth markets, particularly with respect to international and emerging market countries. This included investments in China, Turkey and Poland, in addition to investments in Singapore and the U.S. 3M also increased investments in IT systems and infrastructure and made strategic investments in research/development infrastructure and manufacturing sites to lay the foundation for future growth. In 2011, a large portion of the capital investment was used to address supply constraints in a number of businesses with significant growth potential, such as renewable energy, traffic signage in developing economies, and optically clear adhesives and glass bubbles. In addition, certain 2010 capital projects carried forward into 2011.

3M is striving to increase its manufacturing and sourcing capacity in developing economies in order to more closely align its production capability with its sales in major geographic regions. The initiative is expected to help improve customer service, lower transportation costs, and reduce working capital requirements. 3M will continue to make investments in critical emerging markets, such as China, Brazil, Poland and India, including plans to establish and begin production in a new wholly-owned manufacturing entity in India to serve as a source of supply to 3M's business in India and in other countries.



**CRITICAL ACCOUNTING ESTIMATES**

Information regarding significant accounting policies is included in Note 1. As stated in Note 1, the preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The Company believes its most critical accounting estimates relate to legal proceedings, the Company's pension and postretirement obligations, asset impairments and income taxes. Senior management has discussed the development, selection and disclosure of its critical accounting estimates with the Audit Committee of 3M's Board of Directors.

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***Legal Proceedings:***

The categories of claims for which the Company has a probable and estimable liability, the amount of its liability accruals, and the estimates of its related insurance receivables are critical accounting estimates related to legal proceedings. Please refer to the section entitled "Process for Disclosure and Recording of Liabilities and Insurance Receivables Related to Legal Proceedings" (contained in "Legal Proceedings" in Note 13) for additional information about such estimates.

***Pension and Postretirement Obligations:***

3M has various company-sponsored retirement plans covering substantially all U.S. employees and many employees outside the United States. The primary U.S. defined-benefit pension plan was closed to new participants effective January 1, 2009. The Company accounts for its defined benefit pension and postretirement health care and life insurance benefit plans in accordance with Accounting Standard Codification (ASC) 715, *Compensation - Retirement Benefits*, in measuring plan assets and benefit obligations and in determining the amount of net periodic benefit cost. ASC 715 requires employers to recognize the underfunded or overfunded status of a defined benefit pension or postretirement plan as an asset or liability in its statement of financial position and recognize changes in the funded status in the year in which the changes occur through accumulated other comprehensive income, which is a component of stockholders' equity. While the company believes the valuation methods used to determine the fair value of plan assets are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Pension benefits associated with these plans are generally based primarily on each participant's years of service, compensation, and age at retirement or termination. Two critical assumptions, the discount rate and the expected return on plan assets, are important elements of expense and liability measurement. See Note 10 for additional discussion of actuarial assumptions used in determining pension and postretirement health care liabilities and expenses.

The Company determines the discount rate used to measure plan liabilities as of the December 31 measurement date for its pension and postretirement benefit plans. The discount rate reflects the current rate at which the associated liabilities could be effectively settled at the end of the year. The Company sets its rate to reflect the yield of a portfolio of high quality, fixed-income debt instruments that would produce cash flows sufficient in timing and amount to settle projected future benefits. Using this methodology, the Company determined a discount rate of 4.98% for the primary U.S. qualified pension plan and 4.83% for U.S. postretirement plans to be appropriate as of December 31, 2013, which represents an increase from the 4.14% and 4.00% rates, respectively, used as of December 31, 2012. The weighted average discount rate for international pension plans as of December 31, 2013 was 4.02%, an increase from the 3.78% rate used as of December 31, 2012.

A significant element in determining the Company's pension expense in accordance with ASC 715 is the expected return on plan assets, which is based on historical results for similar allocations among asset classes. For the primary U.S. qualified pension plan, the expected long-term rate of return on an annualized basis for 2014 is 7.75%, a 0.25% decrease from 2013. Refer to Note 10 for information on how the 2014 rate was determined. Return on assets assumptions for international pension and other post-retirement benefit plans are calculated on a plan-by-plan basis using plan asset allocations and expected long-term rate of return assumptions. The weighted average expected return for the international pension plan is 5.83% for 2014, compared to 5.87% for 2013.

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For the year ended December 31, 2013, the Company recognized total consolidated defined benefit pre-tax pension and postretirement expense (after settlements, curtailments and special termination benefits) of \$553 million, down from \$650 million in 2012. Defined benefit pension and postretirement expense (before settlements, curtailments and special termination benefits) is anticipated to decrease to \$393 million in 2014, a decrease of \$160 million compared to 2013. For the pension plans, holding all other factors constant, a 0.25 percentage point increase/decrease in the expected long-term rate of return on plan assets would decrease/increase 2014 pension expense by approximately \$34 million for U.S. pension plans and approximately \$14 million for international pension plans. Also, holding all other factors constant, a 0.25 percentage point increase in the discount rate used to measure plan liabilities would decrease 2014 pension expense by approximately \$41 million for U.S. pension plans and approximately \$21 million for international pension plans. In addition, a 0.25 percentage point decrease in the discount rate used to measure plan liabilities would increase 2014 pension expense by approximately \$42 million for U.S. pension plans and approximately \$24 million for international pension plans.

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***Asset Impairments:***

As of December 31, 2013, net property, plant and equipment totaled \$8.7 billion and net identifiable intangible assets totaled \$1.7 billion. Management makes estimates and assumptions in preparing the consolidated financial statements for which actual results will emerge over long periods of time. This includes the recoverability of long-lived assets employed in the business, including assets of acquired businesses. These estimates and assumptions are closely monitored by management and periodically adjusted as circumstances warrant. For instance, expected asset lives may be shortened or an impairment recorded based on a change in the expected use of the asset or performance of the related asset group.

3M goodwill totaled approximately \$7.3 billion as of December 31, 2013. 3M's annual goodwill impairment testing is performed in the fourth quarter of each year. Impairment testing for goodwill is done at a reporting unit level, with all goodwill assigned to a reporting unit. Reporting units are one level below the business segment level, but can be combined when reporting units within the same segment have similar economic characteristics. At 3M, reporting units generally correspond to a division. 3M did not combine any of its reporting units for impairment testing.

An impairment loss generally would be recognized when the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting unit. The estimated fair value of a reporting unit is determined using earnings for the reporting unit multiplied by a price/earnings ratio for comparable industry groups, or by using a discounted cash flow analysis. 3M typically uses the price/earnings ratio approach for stable and growing businesses that have a long history and track record of generating positive operating income and cash flows. 3M uses the discounted cash flow approach for start-up, loss position and declining businesses, but also uses discounted cash flow as an additional tool for businesses that may be growing at a slower rate than planned due to economic or other conditions.

As discussed in Notes 3 and 15 to the Consolidated Financial Statements, effective in the first quarter of 2013, 3M completed a realignment of its business segments. Concurrent with this business segment realignment, certain products were also moved between business segments. For any product moves that resulted in reporting unit changes, the Company applied the relative fair value method to determine the impact on goodwill of the associated reporting units. During the first quarter of 2013, the Company completed its assessment of any potential goodwill impairment for reporting units impacted by this new structure and determined that no impairment existed. The discussion that follows relates to the separate fourth quarter 2013 annual impairment test and is in the context of the reporting unit structure that existed at that time.

As of September 30, 2013, 3M had 34 primary reporting units, with ten reporting units accounting for approximately 80 percent of the goodwill. These ten reporting units were comprised of the following divisions: 3M Purification Inc., Personal Safety, Optical Systems, Traffic Safety and Security Systems, Infection Prevention, 3M ESPE, Advanced Materials, Industrial Adhesives and Tapes, Communication Markets, and Health Information Systems. The fair values for all significant reporting units were in excess of carrying value by 50 percent or more, except for one reporting unit with approximately \$300 million of goodwill, where the fair value exceeded the carrying value by approximately 30 percent.

In 2013, 3M primarily used an industry price-earnings ratio approach, but also used a discounted cash flows approach for certain reporting units, to determine fair values. Where applicable, 3M used a weighted-average discounted cash flow analysis for certain divisions, using projected cash flows that were weighted based on different sales growth and terminal value assumptions, among other factors. The weighting was based on management's estimates of the likelihood of each scenario occurring.

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Based on fourth-quarter 2013 testing, 3M's estimated fair value when valuing each reporting unit individually would aggregate to approximately \$94 billion, implying a control premium of 17 percent when compared to 3M's market value of approximately \$80 billion at September 30, 2013. The control premium is defined as the sum of the individual reporting units estimated market values compared to 3M's total Company estimated fair value, with the sum of the individual values typically being larger than the value for the total Company. 3M's market value at both September 30, 2013 and December 31, 2013 was significantly in excess of its equity of approximately \$18 billion. 3M is an integrated materials enterprise, thus many of 3M's businesses could not easily be sold on a stand-alone basis. 3M's focus on research and development has resulted in a portion of 3M's value being comprised of internally developed businesses that have no goodwill associated with them. Based on the annual test in the fourth quarter of 2013, no goodwill impairment was indicated for any of the reporting units.

Factors which could result in future impairment charges include, among others, changes in worldwide economic conditions, changes in competitive conditions and customer preferences, and fluctuations in foreign currency exchange rates. These risk factors are discussed in Item 1A, Risk Factors, of this document. In addition, changes in the weighted average cost of capital could also impact impairment testing results. As indicated above, during the first quarter of 2013,

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the Company completed its assessment of any potential goodwill impairment for reporting units impacted by this new structure and determined that no impairment existed. Long-lived assets with a definite life are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (asset group) may not be recoverable. If future non-cash asset impairment charges are taken, 3M would expect that only a portion of the long-lived assets or goodwill would be impaired. 3M will continue to monitor its reporting units and asset groups in 2014 for any triggering events or other indicators of impairment.

***Income Taxes:***

The extent of 3M's operations involves dealing with uncertainties and judgments in the application of complex tax regulations in a multitude of jurisdictions. The final taxes paid are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions and resolution of disputes arising from federal, state, and international tax audits. The Company recognizes potential liabilities and records tax liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on its estimate of whether, and the extent to which, additional taxes will be due. The Company follows guidance provided by ASC 740, *Income Taxes*, regarding uncertainty in income taxes, to record these liabilities (refer to Note 7 for additional information). The Company adjusts these reserves in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the Company's current estimate of the tax liabilities. If the Company's estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in tax benefits being recognized in the period when the Company determines the liabilities are no longer necessary.

**NEW ACCOUNTING PRONOUNCEMENTS**

Information regarding new accounting pronouncements is included in Note 1 to the Consolidated Financial Statements.

**FINANCIAL CONDITION AND LIQUIDITY**

3M's primary short-term liquidity needs are met through cash on hand, U.S. commercial paper and euro commercial paper issuances. 3M resumed commercial paper funding in July 2013 for the first time since late 2008. 3M expects to maintain a consistent presence in the market and believes it will have continuous access to the commercial paper market. 3M's commercial paper program permits the Company to have a maximum of \$3 billion outstanding with a maximum maturity of 397 days from date of issuance. At both of December 31, 2013 and 2012, 3M's outstanding commercial paper balance was zero.

The Company has sufficient liquidity and generates significant ongoing cash flow, which have been used, in part, to repurchase shares and to pay dividends on 3M common stock. In addition, 3M's liquidity and cash flow enable it to meet currently anticipated growth plans, including funds for capital expenditures, working capital investments and acquisitions. As discussed in Note 2, in 2012 3M acquired Ceradyne, Inc. and other acquisitions for approximately \$1.0 billion. In 2011, 3M acquired Winterthur Technologie AG and other acquisitions for approximately \$700 million (including purchases of noncontrolling interest). 3M was able to complete these acquisitions while maintaining a strong net debt position, as shown in the table below.

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At December 31  
(Millions)

	2013	2012
Total Debt	\$ 6,009	\$ 6,001
Less: Cash and cash equivalents and marketable securities	4,790	5,693
Net Debt	\$ 1,219	\$ 308

The Company defines net debt as total debt less cash, cash equivalents and current and long-term marketable securities. 3M considers net debt to be an important measure of liquidity and its ability to meet ongoing obligations. This measure is not defined under U.S. generally accepted accounting principles and may not be computed the same as similarly titled measures used by other companies.

At December 31, 2013, cash, cash equivalents and marketable securities held by the Company's foreign subsidiaries and in the United States totaled approximately \$4.3 billion and \$0.5 billion, respectively. The United States balance and 62 percent of cash and securities held by the Company's foreign subsidiaries were invested in U.S. denominated cash or cash equivalents or U.S. denominated investments in money market funds, asset-backed securities, agency securities,

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corporate medium-term note securities and other investment-grade fixed income securities, which aggregated to \$3.1 billion at December 31, 2013. At December 31, 2012, cash, cash equivalents, and marketable securities held by the Company's foreign subsidiaries and the United States totaled approximately \$3.7 billion and \$2.0 billion, respectively. The Company's total balance of cash, cash equivalents and marketable securities was \$0.9 billion lower at December 31, 2013 when compared to December 31, 2012. 3M is able to manage the business with lower cash levels, particularly in the U.S., due to continued business growth and consistently strong cash flow generation. In addition, rising interest rates are positively impacting 3M's already well-funded pension status, thereby enabling the Company to reduce the amount of discretionary contributions to the plans. 3M is planning for added leverage of \$2 billion to \$4 billion in 2014 as it continues to improve the efficiency of its capital structure.

3M's net debt at December 31, 2013 was \$1.219 billion, compared to net debt of \$308 million at December 31, 2012. At December 31, 2013, 3M had \$4.790 billion of cash, cash equivalents, and marketable securities and \$6.009 billion of debt. Debt included \$4.326 billion of long-term debt and \$1.683 billion related to the current portion of long-term debt and other borrowings. The current portion of long-term debt includes a Eurobond due in July 2014 totaling 1.025 billion Euros (\$1.424 billion carrying value at December 31, 2013). In August 2013, 3M repaid \$850 million (principal amount) of medium-term notes. In November 2013, 3M issued an eight-year Eurobond for an amount of 600 million Euros (approximately \$815 million carrying value at December 31, 2013). The designated use of proceeds is for general corporate purposes. The strength of 3M's capital structure and consistency of its cash flows provide 3M reliable access to capital markets. Additionally, the Company's maturity profile is staggered to help ensure refinancing needs in any given year are reasonable in proportion to the total portfolio. The Company has an AA- credit rating, with a stable outlook, from Standard & Poor's and an Aa2 credit rating, with a stable outlook, from Moody's Investors Service.

In September 2012, 3M entered into a \$1.5 billion, five-year multi-currency revolving credit agreement, which amended the existing agreement that was entered into in August 2011. This amended agreement extended the expiration date from August 2016 to September 2017. This credit agreement includes a provision under which 3M may request an increase of up to \$500 million, bringing the total facility up to \$2 billion (at the lenders' discretion). This facility was undrawn at December 31, 2013. In August 2013, 3M entered into a \$150 million, one-year committed letter of credit facility with HSBC Bank USA, which replaced the one-year \$150 million committed credit facility that was entered into in August 2012. As of December 31, 2013, 3M letters of credit issued under this \$150 million committed facility totaled \$120 million. In December 2012, 3M entered into a three-year 66 million British Pound (approximately \$106 million based on agreement date exchange rates) committed credit agreement with JP Morgan Chase Bank, which is fully drawn as of December 31, 2013. Apart from the committed facilities, an additional \$51 million in stand-alone letters of credit was also issued and outstanding at December 31, 2013. The Company also utilized \$1 million in international committed lines of credit and \$10 million in U.S. committed lines of credit with other banking partners as of December 31, 2013. These lines of credit are utilized in connection with normal business activities. Under both the \$1.5 billion and \$150 million credit agreements, the Company is required to maintain its EBITDA to Interest Ratio as of the end of each fiscal quarter at not less than 3.0 to 1. This is calculated (as defined in the agreement) as the ratio of consolidated total EBITDA for the four consecutive quarters then ended to total interest expense on all funded debt for the same period. At December 31, 2013, this ratio was approximately 55 to 1. Debt covenants do not restrict the payment of dividends.

The Company has a well-known seasoned issuer shelf registration statement, effective August 5, 2011, which registers an indeterminate amount of debt or equity securities for future sales. This replaced 3M's previous shelf registration dated February 17, 2009. In September 2011, in connection with the August 5, 2011 shelf registration statement, 3M established a \$3 billion medium-term notes program (Series F), from which 3M issued a five-year \$1.0 billion fixed rate note with a coupon rate of 1.375%. Proceeds were used for general corporate purposes, including repayment in November 2011 of \$800 million (principal amount) of medium-term notes. In June 2012, 3M issued \$650 million aggregate principal amount of five-year fixed rate medium-term notes due 2017 with a coupon rate of 1.000% and \$600 million aggregate principal amount of ten-year fixed rate medium-term notes due 2022 with a coupon rate of 2.000%, which were both issued from this \$3 billion medium-term notes program (Series F). The designated use of proceeds is for general corporate purposes.

Sources for cash availability in the United States, such as ongoing cash flow from operations and 3M's reliable access to capital markets, have historically been sufficient to fund dividend payments to shareholders and share repurchases, in addition to funding U.S. acquisitions, U.S. capital spending, U.S. pension/other postemployment benefit contributions, and other items as needed. For those international earnings



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considered to be reinvested indefinitely, the Company currently has no plans or intentions to repatriate these funds for U.S. operations. However, if these international funds are needed for operations in the U.S., 3M would be required to accrue and pay U.S. taxes to repatriate them. Refer to Note 7 for additional information on unremitted earnings attributable to international companies that have been considered to be reinvested indefinitely.

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In 2014, the Company plans to contribute an amount in the range of \$100 million to \$200 million of cash to its pension and postretirement plans. The Company does not have a required minimum cash pension contribution obligation for its U.S. plans in 2014. Therefore, the amount of the anticipated discretionary contribution could vary significantly depending on the U.S. qualified plans' funded status as of the 2014 measurement date and the anticipated tax deductibility of the contribution. Future contributions will also depend on market conditions, interest rates and other factors. 3M believes its strong cash flow and balance sheet will allow it to fund future pension needs without compromising growth opportunities.

3M's strong balance sheet and liquidity provide the Company with significant flexibility to take advantage of numerous opportunities going forward. The Company will continue to invest in its operations to drive growth, including continual review of acquisition opportunities. 3M paid dividends of \$1.730 billion in 2013, and has a long history of dividend increases. In December 2013, 3M's Board of Directors declared a dividend of 85.5 cents per share for the first-quarter of 2014, an increase of 34.6 percent. This is equivalent to an annual dividend of \$3.42 per share and marked the 56th consecutive year of dividend increases for 3M. In February 2014, 3M's Board of Directors also authorized the repurchase of up to \$12 billion of 3M's outstanding common stock, which replaced the Company's February 2013 repurchase program. This authorization has no pre-established end date. As of December 31, 2013, approximately \$2.5 billion remained available under the February 2013 repurchase authorization.

Various assets and liabilities, including cash and short-term debt, can fluctuate significantly from month to month depending on short-term liquidity needs. Working capital (defined as current assets minus current liabilities) totaled \$5.235 billion at December 31, 2013, compared with \$7.430 billion at December 31, 2012, a decrease of approximately \$2.2 billion. Factors which reduced working capital on a combined basis by \$2.4 billion included decreases in cash, cash equivalents, and current marketable securities, along with increases in the current portion of long term debt (which is a component of short-term borrowings and current portion of long-term debt) and increases in other current liabilities, largely related to the dividend declared in December 2013 that will not be paid until March 2014 (discussed in Note 5). This was partially offset by increases in accounts receivable of approximately \$0.2 billion.

The Company uses various working capital measures that place emphasis and focus on certain working capital assets and liabilities. These measures are not defined under U.S. generally accepted accounting principles and may not be computed the same as similarly titled measures used by other companies. One of the primary working capital measures 3M uses is a combined index, which includes accounts receivable, inventories and accounts payable. This combined index (defined as quarterly net sales fourth quarter at year-end multiplied by four, divided by ending net accounts receivable plus inventories less accounts payable) was 4.8 at both December 31, 2013 and December 31, 2012. Receivables increased \$192 million, or 4.7 percent, compared with December 31, 2012, driven by a year-on-year increase in December sales, partially offset by currency translation, which decreased accounts receivable by \$135 million. Inventories increased \$27 million, or 1 percent, compared with December 31, 2012, with the increases primarily attributable to an increase in demand in the fourth-quarter of 2013, partially offset by currency translation, which decreased inventories by \$75 million. Accounts payable increased \$37 million compared with December 31, 2012, primarily related to changes in business activity, which were partially offset by a \$29 million decrease due to currency translation.

Cash flows from operating, investing and financing activities are provided in the tables that follow. Individual amounts in the Consolidated Statement of Cash Flows exclude the effects of acquisitions, divestitures and exchange rate impacts on cash and cash equivalents, which are presented separately in the cash flows. Thus, the amounts presented in the following operating, investing and financing activities tables reflect changes in balances from period to period adjusted for these effects.

Table of Contents*Cash Flows from Operating Activities:*

Years Ended December 31 (Millions)	2013	2012	2011
Net income including noncontrolling interest	\$ 4,721	\$ 4,511	\$ 4,357
Depreciation and amortization	1,371	1,288	1,236
Company pension contributions	(476)	(1,079)	(517)
Company postretirement contributions	(6)	(67)	(65)
Company pension expense	446	534	449
Company postretirement expense	107	116	106
Stock-based compensation expense	240	223	253
Income taxes (deferred and accrued income taxes)	39	123	132
Excess tax benefits from stock-based compensation	(92)	(62)	(53)
Accounts receivable	(337)	(133)	(205)
Inventories	(86)	(251)	(196)
Accounts payable	16	72	(83)
Product and other insurance receivables and claims	41	(32)	9
Other net	(167)	57	(139)
Net cash provided by operating activities	\$ 5,817	\$ 5,300	\$ 5,284

Cash flows from operating activities can fluctuate significantly from period to period, as pension funding decisions, tax timing differences and other items can significantly impact cash flows.

In 2013, cash flows provided by operating activities increased \$517 million compared to 2012. Operating cash flows benefited year-on-year from \$664 million of lower pension and postretirement plans contributions and increases in net income including noncontrolling interest, which were partially offset by higher year-on-year working capital requirements. The combination of accounts receivable, inventories and accounts payable increased working capital by \$407 million in 2013, compared to increases of \$312 million in 2012, primarily driven by year-on-year increases in working capital requirements due to increasing sales. Additional discussion on working capital changes is provided earlier in the Financial Condition and Liquidity section.

In 2012, cash flows provided by operating activities increased \$16 million compared to 2011. The main positive contribution to operating cash flows related to year-on-year increases in net income including noncontrolling interest. 3M was able to achieve this growth in operating cash flow despite contributing an additional \$564 million in its pension and postretirement plans when compared to 2011. The combination of accounts receivable, inventories and accounts payable increased working capital by \$312 million in 2012, compared to increases of \$484 million in 2011.

*Free Cash Flow (non-GAAP measure):*

In addition, to net cash provided by operating activities, 3M uses free cash flow as a useful measure of performance and as an indication of the strength of the Company and its ability to generate cash. 3M defines free cash flow as net cash provided by operating activities less purchases of property, plant and equipment (which is classified as an investing activity). Free cash flow is not defined under U.S. generally accepted accounting principles (GAAP). Therefore, it should not be considered a substitute for income or cash flow data prepared in accordance with U.S.

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GAAP and may not be comparable to similarly titled measures used by other companies. It should not be inferred that the entire free cash flow amount is available for discretionary expenditures. Below find a recap of free cash flow for 2013, 2012 and 2011.

**Years ended December 31**  
**(Millions)**

	2013	2012	2011
Net cash provided by operating activities	\$ 5,817	\$ 5,300	\$ 5,284
Purchases of property, plant and equipment (PP&E)	(1,665)	(1,484)	(1,379)
Free Cash Flow	\$ 4,152	\$ 3,816	\$ 3,905

Table of Contents*Cash Flows from Investing Activities:*

Years ended December 31 (Millions)	2013	2012	2011
Purchases of property, plant and equipment (PP&E)	\$ (1,665)	\$ (1,484)	\$ (1,379)
Proceeds from sale of PP&E and other assets	128	41	55
Acquisitions, net of cash acquired		(1,046)	(649)
Purchases and proceeds from maturities and sale of marketable securities and investments, net	627	(211)	(745)
Proceeds from sale of businesses	8		
Other investing activities	46	14	
Net cash used in investing activities	\$ (856)	\$ (2,686)	\$ (2,718)

Investments in property, plant and equipment enable growth across many diverse markets, helping to meet product demand and increasing manufacturing efficiency. Capital spending was \$1.665 billion in 2013, compared to \$1.484 billion in 2012 and \$1.379 billion in 2011. The Company expects 2014 capital spending to be approximately \$1.7 billion to \$1.8 billion, as 3M continues to invest in its businesses. In 2013, 3M continued its expansion of manufacturing capacity in key growth markets, including investments in the U.S., China, Germany, and Brazil. This included significant investments across 3M's many businesses, such as abrasives, industrial adhesives and tapes, advanced materials, electronics-related, infection prevention, and other businesses. 3M continued its investments in IT systems and infrastructure, including ongoing phased implementation of an ERP system on a worldwide basis over the next several years. In addition, 3M is sustaining existing facilities through general maintenance, cost reduction, and compliance efforts. In 2012, 3M expanded manufacturing capacity in key growth markets, particularly with respect to international and emerging market countries. This included investments in China, Turkey and Poland, in addition to investments in Singapore and the U.S. 3M also increased investments in IT systems and infrastructure and made strategic investments in research/development infrastructure and manufacturing sites to lay the foundation for future growth. In 2011, a large portion of the capital investment was used to address supply constraints in a number of businesses with significant growth potential, such as renewable energy, traffic signage in developing economies, and optically clear adhesives and glass bubbles. In addition, certain 2010 capital projects carried forward into 2011.

3M is striving to increase its manufacturing and sourcing capacity, particularly in developing economies, in order to more closely align its production capability with its sales in major geographic regions. The initiative is expected to help improve customer service, lower transportation costs, and reduce working capital requirements. 3M will continue to make investments in critical emerging markets, such as China, Brazil, Poland and India, including plans to establish and begin production in a new wholly-owned manufacturing entity in India to serve as a source of supply to 3M's business in India and in other countries.

Proceeds from sale of PP&E and other assets totaled \$128 million in 2013 compared to \$41 million in 2012. Apart from the normal periodic sales of PP&E, 2013 included proceeds of \$79 million related to non-production equipment, which resulted in a pre-tax loss of \$7 million.

Refer to Note 2 for information on acquisitions and divestitures. The Company is actively considering additional acquisitions, investments and strategic alliances, and from time to time may also divest certain businesses.

Purchases of marketable securities and investments and proceeds from maturities and sale of marketable securities and investments are primarily attributable to asset-backed securities, agency securities, corporate medium-term note securities and other securities, which are classified as

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available-for-sale. Interest rate risk and credit risk related to the underlying collateral may impact the value of investments in asset-backed securities, while factors such as general conditions in the overall credit market and the nature of the underlying collateral may affect the liquidity of investments in asset-backed securities. The coupon interest rates for asset-backed securities are either fixed rate or floating. Floating rate coupons reset monthly or quarterly based upon the corresponding monthly or quarterly LIBOR rate. Each individual floating rate security has a coupon based upon the respective LIBOR rate +/- an amount reflective of the credit risk of the issuer and the underlying collateral on the original issue date. Terms of the reset are unique to individual securities. Fixed rate coupons are established at the time the security is issued and are based upon a spread to a related maturity treasury bond. The spread against the treasury bond is reflective of the credit risk of the issuer and the underlying collateral on the original issue date. 3M does not currently expect risk related to its holdings in asset-backed securities to materially impact its financial condition or liquidity. Refer to Note 8 for more details about 3M's diversified marketable securities portfolio, which totaled \$2.209 billion as of December 31, 2013. Purchases of investments include additional survivor benefit insurance, plus cost method and equity investments.

Table of Contents*Cash Flows from Financing Activities:*

Years Ended December 31 (Millions)	2013	2012	2011
Change in short-term debt net	\$ (2)	\$ (36)	\$ 11
Repayment of debt (maturities greater than 90 days)	(859)	(612)	(1,429)
Proceeds from debt (maturities greater than 90 days)	824	1,370	1,111
Total cash change in debt	\$ (37)	\$ 722	\$ (307)
Purchases of treasury stock	(5,212)	(2,204)	(2,701)
Proceeds from issuances of treasury stock pursuant to stock option and benefit plans	1,609	1,012	902
Dividends paid to stockholders	(1,730)	(1,635)	(1,555)
Excess tax benefits from stock-based compensation	92	62	53
Other net	32	(15)	(67)
Net cash used in financing activities	\$ (5,246)	\$ (2,058)	\$ (3,675)

Total debt was \$6.0 billion at both December 31, 2013 and December 31, 2012, compared to \$5.2 billion at year-end 2011. Total debt was 25 percent of total capital (total capital is defined as debt plus equity) at year-end 2013, 2012 and 2011. In 2013, repayment of debt related to the August 2013 repayment of \$850 million (principal amount) of medium-term notes. Proceeds from debt in 2013 related to the November 2013 issuance of an eight-year Eurobond for an amount of 600 million Euros (approximately \$815 million carrying value at December 31, 2013). In 2012, repayment of debt included \$500 million (principal amount) of medium-term notes and repayment of debt acquired, primarily Ceradyne, Inc. Proceeds from debt in 2012 related to the June 2012 issuance of \$650 million aggregate principal amount of five-year fixed rate medium-term notes due 2017 and \$600 million aggregate principal amount of ten-year fixed rate medium-term notes due 2022, in addition to 66 million GBP (approximately \$106 million) in UK borrowings (refer to Note 9 for further detail on these items). In 2011, major items in repayment of debt included redemption of \$800 million (principal amount) of medium-term notes in November 2011, redemption of Convertible Notes, repayment of debt related to the 11.6 billion Japanese Yen note (installments paid in March and September 2011), repayment of the remainder of the Canadian Dollar loan, and repayment of a portion of debt that was acquired, primarily related to the Winterthur acquisition. In 2011, proceeds from debt (maturities greater than 90 days) primarily related to the issuance of a \$1 billion medium term note and an amendment to a Canada loan agreement which increased the principal amount of the loan by 100.5 million Canadian Dollars.

Repurchases of common stock are made to support the Company's stock-based employee compensation plans and for other corporate purposes. In February 2014, 3M's Board of Directors authorized the repurchase of up to \$12 billion of 3M's outstanding common stock, which replaced the Company's February 2013 repurchase program. This authorization has no pre-established end date. In 2013, the Company purchased \$5.212 billion of stock, up significantly from \$2.204 billion in 2012 and \$2.701 billion in 2011. The Company expects full-year 2014 gross share repurchases will be in the range of \$3.0 billion to \$5.0 billion. 3M is increasing share purchases, which is enabled by its continued business growth and consistently strong cash flow, the well-funded status of its pension plans, and the strength of the Company's capital structure. For more information, refer to the table titled "Issuer Purchases of Equity Securities" in Part II, Item 5. The Company does not utilize derivative instruments linked to the Company's stock.

Cash dividends paid to shareholders totaled \$1.730 billion (\$2.54 per share) in 2013, \$1.635 billion (\$2.36 per share) in 2012 and \$1.555 billion (\$2.20 per share) in 2011. 3M has paid dividends since 1916. In December 2013, 3M's Board of Directors declared a first-quarter 2014 dividend of \$0.855 per share, an increase of 34.6 percent. This is equivalent to an annual dividend of \$3.42 per share and marked the 56th consecutive year of dividend increases.

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In addition to the items described below, other cash flows from financing activities may include various other items, such as distributions to or sales of noncontrolling interests, changes in cash overdraft balances, and principal payments for capital leases.

In 2011, as discussed in Note 5, subsequent to acquiring a controlling interest in Winterthur, 3M purchased additional outstanding shares of its Winterthur subsidiary for \$57 million, increasing 3M's ownership interest from approximately 86 percent to 100 percent as of December 31, 2011. These additional purchases are reflected as other financing activities in the statement of cash flows. In addition, during 2011, 3M sold a noncontrolling interest in a newly formed subsidiary for an immaterial amount, which was also classified as other financing activity in the consolidated statement of cash flows.



Table of Contents**Off-Balance Sheet Arrangements and Contractual Obligations:**

As of December 31, 2013, the Company has not utilized special purpose entities to facilitate off-balance sheet financing arrangements. Refer to the section entitled "Warranties/Guarantees" in Note 13 for discussion of accrued product warranty liabilities and guarantees.

In addition to guarantees, 3M, in the normal course of business, periodically enters into agreements that require the Company to indemnify either major customers or suppliers for specific risks, such as claims for injury or property damage arising out of the use of 3M products or the negligence of 3M personnel, or claims alleging that 3M products infringe third-party patents or other intellectual property. While 3M's maximum exposure under these indemnification provisions cannot be estimated, these indemnifications are not expected to have a material impact on the Company's consolidated results of operations or financial condition.

A summary of the Company's significant contractual obligations as of December 31, 2013, follows:

**Contractual Obligations**

(Millions)	Total	Payments due by year					After 2018
		2014	2015	2016	2017	2018	
Long-term debt, including current portion (Note 9)	\$ 5,912	\$ 1,586	\$ 109	\$ 996	\$ 720	\$	\$ 2,501
Interest on long-term debt	1,615	163	108	106	89	86	1,063
Operating leases (Note 13)	848	216	170	128	98	54	182
Capital leases (Note 13)	79	23	9	9	5	3	30
Unconditional purchase obligations and other	1,428	1,000	181	88	64	34	61
Total contractual cash obligations	\$ 9,882	\$ 2,988	\$ 577	\$ 1,327	\$ 976	\$ 177	\$ 3,837

Long-term debt payments due in 2014 and 2017 include floating rate notes totaling \$156 million (classified as current portion of long-term debt) and \$71 million (included in other borrowings in the long-term debt table), respectively, as a result of put provisions associated with these debt instruments.

Unconditional purchase obligations are defined as an agreement to purchase goods or services that is enforceable and legally binding on the Company. Included in the unconditional purchase obligations category above are certain obligations related to take or pay contracts, capital commitments, service agreements and utilities. These estimates include both unconditional purchase obligations with terms in excess of one year and normal ongoing purchase obligations with terms of less than one year. Many of these commitments relate to take or pay contracts, in which 3M guarantees payment to ensure availability of products or services that are sold to customers. The Company expects to receive consideration (products or services) for these unconditional purchase obligations. Contractual capital commitments are included in the preceding table, but these commitments represent a small part of the Company's expected capital spending in 2014 and beyond. The purchase obligation amounts do not represent the entire anticipated purchases in the future, but represent only those items for which the Company is contractually obligated. The majority of 3M's products and services are purchased as needed, with no unconditional commitment. For this reason, these amounts will not

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provide a reliable indicator of the Company's expected future cash outflows on a stand-alone basis.

Other obligations, included in the preceding table within the caption entitled "Unconditional purchase obligations and other," include the current portion of the liability for uncertain tax positions under ASC 740, which is expected to be paid out in cash in the next 12 months. The Company is not able to reasonably estimate the timing of the long-term payments or the amount by which the liability will increase or decrease over time; therefore, the long-term portion of the net tax liability of \$179 million is excluded from the preceding table. Refer to Note 7 for further details.

As discussed in Note 10, the Company does not have a required minimum cash pension contribution obligation for its U.S. plans in 2014 and Company contributions to its U.S. and international pension plans are expected to be largely discretionary in future years; therefore, amounts related to these plans are not included in the preceding table.

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**FINANCIAL INSTRUMENTS**

The Company enters into foreign exchange forward contracts, options and swaps to hedge against the effect of exchange rate fluctuations on cash flows denominated in foreign currencies and certain intercompany financing transactions. The Company manages interest rate risks using a mix of fixed and floating rate debt. To help manage borrowing costs, the Company may enter into interest rate swaps. Under these arrangements, the Company agrees to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount. The Company manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts.

Refer to Item 7A, Quantitative and Qualitative Disclosures About Market Risk, for further discussion of foreign exchange rates risk, interest rates risk, commodity prices risk and value at risk analysis.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

In the context of Item 7A, 3M is exposed to market risk due to the risk of loss arising from adverse changes in foreign currency exchange rates, interest rates and commodity prices. Changes in those factors could cause fluctuations in earnings and cash flows. Senior management provides oversight for risk management and derivative activities, determines certain of the Company's financial risk policies and objectives, and provides guidelines for derivative instrument utilization. Senior management also establishes certain associated procedures relative to control and valuation, risk analysis, counterparty credit approval, and ongoing monitoring and reporting.

The Company is exposed to credit loss in the event of nonperformance by counterparties in interest rate swaps, currency swaps, commodity price swaps, and forward and option contracts. However, the Company's risk is limited to the fair value of the instruments. The Company actively monitors its exposure to credit risk through the use of credit approvals and credit limits, and by selecting major international banks and financial institutions as counterparties. The Company does not anticipate nonperformance by any of these counterparties.

**Foreign Exchange Rates Risk:**

Foreign currency exchange rates and fluctuations in those rates may affect the Company's net investment in foreign subsidiaries and may cause fluctuations in cash flows related to foreign denominated transactions. 3M is also exposed to the translation of foreign currency earnings to the U.S. dollar. The Company enters into foreign exchange forward and option contracts to hedge against the effect of exchange rate fluctuations on cash flows denominated in foreign currencies. These transactions are designated as cash flow hedges. Generally, 3M dedesignates these cash flow hedge relationships in advance of the occurrence of the forecasted transaction. The maximum length of time over which 3M hedges its exposure to the variability in future cash flows for a majority of the forecasted transactions is 12 months and, accordingly, at December 31, 2013, the majority of the Company's open foreign exchange forward and option contracts had maturities of one year or less. In addition, 3M enters into foreign currency forward contracts that are not designated in hedging relationships to offset, in part, the impacts of certain intercompany activities (primarily associated with intercompany licensing arrangements and intercompany financing transactions). As circumstances warrant, the Company also uses cross currency swaps, forwards and foreign currency denominated debt as hedging instruments to hedge portions of the Company's net investments in foreign operations. The dollar equivalent gross notional amount of the Company's foreign exchange forward and option contracts designated as cash flow hedges and those not designated as hedging instruments were \$1.7 billion and

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\$7.5 billion, respectively, at December 31, 2013. As of December 31, 2013, the Company had no cross currency swap and foreign currency forward contracts designated as net investment hedges, but had designated certain of 3M's foreign currency denominated debt as nonderivative hedging instruments in certain net investment hedges as discussed in Note 11 in the Net Investment Hedges section.

### Interest Rates Risk:

The Company may be impacted by interest rate volatility with respect to existing debt and future debt issuances. 3M manages interest expense using a mix of fixed and floating rate debt. To help manage borrowing costs, the Company may enter into interest rate swaps that are designated and qualify as fair value hedges. Under these arrangements, the Company agrees to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount. The dollar equivalent (based on inception date foreign currency exchange rates) gross notional amount of the Company's interest rate swaps at December 31, 2013 was \$745 million. Additional details about 3M's long-term debt can be found in Note 9, including references to information regarding derivatives and/or hedging instruments associated with the Company's long-term debt.

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## Commodity Prices Risk:

Certain commodities the Company uses in the production of its products are exposed to market price risks. 3M manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts. The Company uses commodity price swaps relative to natural gas as cash flow hedges of forecasted transactions to manage price volatility. Generally, the length of time over which 3M hedges its exposure to the variability in future cash flows for its forecasted natural gas transactions is 12 months. 3M also enters into commodity price swaps that are not designated in hedge relationships to offset, in part, the impacts of fluctuations in costs associated with the use of certain precious metals.

The dollar equivalent gross notional amount of the Company's natural gas commodity price swaps designated as cash flow hedges and precious metal commodity price swaps not designated in hedge relationships were \$19 million and \$2 million, respectively, at December 31, 2013.

## Value At Risk:

The value at risk analysis is performed annually. A Monte Carlo simulation technique was used to test the Company's exposure to changes in currency rates, interest rates, and commodity prices and assess the risk of loss or benefit in after-tax earnings of financial instruments (primarily debt), derivatives and underlying exposures outstanding at December 31, 2013. The model (third-party bank dataset) used a 95 percent confidence level over a 12-month time horizon. The exposure to changes in currency rates model used 18 currencies, interest rates related to four currencies, and commodity prices related to five commodities. This model does not purport to represent what actually will be experienced by the Company. This model does not include certain hedge transactions, because the Company believes their inclusion would not materially impact the results. Foreign exchange rate risk of loss or benefit increased in 2013, primarily due to increases in exposures, which is one of the key drivers in the valuation model. Interest rate volatility remained stable in 2013 because interest rates are currently very low and are projected to remain low, based on forward rates. The following table summarizes the possible adverse and positive impacts to after-tax earnings related to these exposures.

(Millions)	Adverse impact on after-tax earnings		Positive impact on after-tax earnings	
	2013	2012	2013	2012
Foreign exchange rates	\$ (111)	\$ (97)	\$ 119	\$ 105
Interest rates	(2)	(2)	1	1
Commodity prices	(2)	(9)	3	7

In addition to the possible adverse and positive impacts discussed in the preceding table related to foreign exchange rates, recent historical information is as follows. 3M estimates that year-on-year currency effects, including hedging impacts, had the following effects on net income attributable to 3M: 2013 (\$74 million decrease) and 2012 (\$103 million decrease). This estimate includes the effect of translating profits from local currencies into U.S. dollars; the impact of currency fluctuations on the transfer of goods between 3M operations in the United States and abroad; and transaction gains and losses, including derivative instruments designed to reduce foreign currency exchange rate risks and the negative impact of swapping Venezuelan bolivars into U.S. dollars. 3M estimates that year-on-year derivative and other transaction gains and losses had the following effects on net income attributable to 3M: 2013 (\$12 million decrease) and 2012 (\$49 million increase).

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An analysis of the global exposures related to purchased components and materials is performed at each year-end. A one percent price change would result in a pre-tax cost or savings of approximately \$76 million per year. The global energy exposure is such that a 10 percent price change would result in a pre-tax cost or savings of approximately \$45 million per year.

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**Management's Responsibility for Financial Reporting**

Management is responsible for the integrity and objectivity of the financial information included in this report. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Where necessary, the financial statements reflect estimates based on management's judgment.

Management has established and maintains a system of internal accounting and other controls for the Company and its subsidiaries. This system and its established accounting procedures and related controls are designed to provide reasonable assurance that assets are safeguarded, that the books and records properly reflect all transactions, that policies and procedures are implemented by qualified personnel, and that published financial statements are properly prepared and fairly presented. The Company's system of internal control is supported by widely communicated written policies, including business conduct policies, which are designed to require all employees to maintain high ethical standards in the conduct of Company affairs. Internal auditors continually review the accounting and control system.

3M Company

**Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Management conducted an assessment of the Company's internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control - Integrated Framework (1992)*. Based on the assessment, management concluded that, as of December 31, 2013, the Company's internal control over financial reporting is effective.

The Company's internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2013.

3M Company



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**Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors of 3M Company

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of 3M Company and its subsidiaries (the Company) at December 31, 2013 and 2012 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Minneapolis, Minnesota

February 13, 2014



Table of Contents**Consolidated Statement of Income****3M Company and Subsidiaries****Years ended December 31**

(Millions, except per share amounts)	2013	2012	2011
Net sales	\$ 30,871	\$ 29,904	\$ 29,611
Operating expenses			
Cost of sales	16,106	15,685	15,693
Selling, general and administrative expenses	6,384	6,102	6,170
Research, development and related expenses	1,715	1,634	1,570
Total operating expenses	24,205	23,421	23,433
Operating income	6,666	6,483	6,178
Interest expense and income			