

YEOMANS JAN L
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
YEOMANS JAN L

2. Issuer Name and Ticker or Trading Symbol
3M CO [MMM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3M CENTER

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VICE PRESIDENT AND TREASURER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. PAUL, MN 55144-1000

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/09/2011 | | M | | 1,006.549 | A | \$ 90.78 |
| Common Stock | 02/09/2011 | | F | | 315 | D | \$ 90.78 |
| Common Stock | 02/10/2011 | | M | | 25,235 | A | \$ 86.2 |
| Common Stock | 02/10/2011 | | S | | 5,706 | D | \$ 90.25 |
| Common Stock | 02/10/2011 | | S | | 100 | D | \$ 90.2508 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 02/10/2011 | S | 490 | D | \$ 90.255 | 76,228 | D |
| Common Stock | 02/10/2011 | S | 4,372 | D | \$ 90.26 | 71,856 | D |
| Common Stock | 02/10/2011 | S | 700 | D | \$ 90.265 | 71,156 | D |
| Common Stock | 02/10/2011 | S | 3,467 | D | \$ 90.27 | 67,689 | D |
| Common Stock | 02/10/2011 | S | 100 | D | \$ 90.2705 | 67,589 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 90.275 | 67,389 | D |
| Common Stock | 02/10/2011 | S | 1,431 | D | \$ 90.28 | 65,958 | D |
| Common Stock | 02/10/2011 | S | 300 | D | \$ 90.285 | 65,658 | D |
| Common Stock | 02/10/2011 | S | 1,869 | D | \$ 90.29 | 63,789 | D |
| Common Stock | 02/10/2011 | S | 400 | D | \$ 90.325 | 63,389 | D |
| Common Stock | 02/10/2011 | S | 100 | D | \$ 90.3275 | 63,289 | D |
| Common Stock | 02/10/2011 | S | 1,400 | D | \$ 90.33 | 61,889 | D |
| Common Stock | 02/10/2011 | S | 1,300 | D | \$ 90.34 | 60,589 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 90.35 | 60,389 | D |
| Common Stock | 02/10/2011 | S | 100 | D | \$ 90.36 | 60,289 | D |
| Common Stock | 02/10/2011 | S | 600 | D | \$ 90.39 | 59,689 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 90.4 | 59,489 | D |
| Common Stock | 02/10/2011 | S | 200 | D | \$ 90.425 | 59,289 | D |
| Common Stock | 02/10/2011 | S | 500 | D | \$ 90.43 | 58,789 | D |
| Common Stock | 02/10/2011 | S | 600 | D | \$ 90.44 | 58,189 | D |
| | 02/10/2011 | S | 100 | D | | 58,089 | D |

| | | | | | | | |
|--------------|------------|---|-----|---|-----------|---------|---|
| Common Stock | | | | | \$ | 90.4401 | |
| Common Stock | 02/10/2011 | S | 100 | D | \$ 90.445 | 57,989 | D |
| Common Stock | 02/10/2011 | S | 700 | D | \$ 90.45 | 57,289 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Restricted Stock Units | (1) | 02/09/2011 | | M | 1,006.549 | (2) (2) | Common Stock 1,006.549 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| YEOMANS JAN L 3M CENTER ST. PAUL, MN 55144-1000 | Director 10% Owner Officer Other VICE PRESIDENT AND TREASURER |

Signatures

George Ann Biros, attorney-in-fact for Jan L. Yeomans
02/11/2011
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
- (2) The restricted stock units will vest in equal installments on each of the first three anniversaries of the grant date (2/9/2010).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.