

YEOMANS JAN L
Form 4
February 16, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
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)
02/15/2012

____ 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	02/15/2012		M ⁽¹⁾		28,978	A	\$ 64.5	89,536	D
Common Stock	02/15/2012		F		21,481	D	\$ 87.01	68,055	D
Common Stock	02/15/2012		F		2,616	D	\$ 87.01	65,439	D
Common Stock	02/15/2012		S		100	D	\$ 87.0506	65,339	D
Common Stock	02/15/2012		S		5,059	D	\$ 87.051	60,280	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Am or Nur of S
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 64.5	02/15/2012		M ⁽¹⁾	28,978	05/15/2003 05/14/2012	Common Stock	28

Reporting Owners

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

Signatures

George Ann Biros, attorney-in-fact for Jan L. Yeomans
 Signature: _____ Date: 02/16/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form is being filed to report the exercise of a 3M stock option for a total of 28,978 shares by means of a stock swap. A stock swap is a method of exercising a stock option in which the option holder attests to the ownership of enough shares of stock already owned by the (1) option holder to cover the exercise price of the option being exercised. As a result of this stock swap, the reporting person acquired ownership of an additional 4,881 shares of 3M common stock. As a result of this transaction, 2,616 shares were sold to pay withholding taxes to the respective government agencies.

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

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