

BUCKLEY GEORGE W
Form 5
January 15, 2010

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
BUCKLEY GEORGE W

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN OF THE BOARD & CEO

3M CENTER

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST. PAUL, MN 55144-1000

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	12/31/2009	^	J ⁽¹⁾	219,889 D \$ ⁽²⁾	42,832	D	^
Common Stock	^	^	^	^ ^ ^ ^	592 ⁽³⁾	I	By 401k/paesop Trust

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	Â	12/31/2009	Â	J ⁽¹⁾	132,808 Â	Â ⁽⁴⁾ Â ⁽⁴⁾	Common Stock 132,800
Restricted Stock Units	Â	12/31/2009	Â	J ⁽¹⁾	10,755 Â	Â ⁽⁵⁾ Â ⁽⁵⁾	Common Stock 10,755
Restricted Stock Units	Â	12/31/2009	Â	J ⁽¹⁾	72,261 Â	Â ⁽⁶⁾ Â ⁽⁶⁾	Common Stock 72,261
Restricted Stock Units	Â	12/31/2009	Â	J ⁽¹⁾	4,065 Â	Â ⁽⁷⁾ Â ⁽⁷⁾	Common Stock 4,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUCKLEY GEORGE W 3M CENTER ST. PAUL, MN 55144-1000	Â X	Â	Â CHAIRMAN OF THE BOARD & CEO	Â

Signatures

George Ann Biros, attorney-in-fact for George W. Buckley
01/15/2010

**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) Due to reporting automation changes instituted by Issuer's stock plan vendor, the reporting person's restricted stock units will be reported on Table II going forward. This transaction indicates the number of restricted stock units that will be transferred to Table II.
- (2) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
- (3) Includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan.
- (4)

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The terms of the initial award (157,808 restricted stock units) provided for vesting as follows: 25,000 restricted stock units on 12/31/2006 and 132,808 on 12/6/2010.

- (5) The terms of the initial award (50,000 restricted stock units) provided for vesting in five equal annual installments on the anniversary of the grant date, 12/6/2005.
- (6) The restricted stock units will vest 100% three years from the grant date (2/9/2009).
- (7) The terms of the initial award (5,420 restricted stock units) provided for vesting in four equal installments commencing 12/31/2009.

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