Woodworth John K Form 5 January 11, 2010

## FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

Number:

3235-0362

Cl 1.41' 1	1		Washington D.C. 20540		Mullibel.	
Check this box if no longer subject			Washington, D.C. 20549		Expires:	January 31 200
to Section 1 Form 4 or F 5 obligation may continu	Form A	NNUAL ST	FATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES	Estimated average burden hours per response		
See Instruct 1(b).		nursuant to	Section 16(a) of the Securities Exchange	ge Act of 1934.		
` /	dings Section	17(a) of the	Public Utility Holding Company Act of 19 of the Investment Company Act of 19	f 1935 or Section	1	
1. Name and Address of Reporting Person ** Woodworth John K			2. Issuer Name and Ticker or Trading Symbol 3M CO [MMM]	5. Relationship of Reporting Person(s) to Issuer		
				(Checl	k all applicable	e)
(Last)  3M CENTER	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009	Director _X_ Officer (give below) VICE PRESIDE	title Oth	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Jo	int/Group Rep	porting
				(check	applicable line	)

### ST. PAUL, MNÂ 55144-1000

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

(City)	(State) (2	Table Table	I - Non-Deriv	vative Sec	urities	Acqui	red, Disposed o	f, or Beneficial	ly 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. Securion Acquired Disposed (Instr. 3,	l (A) on l of (D)	)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2009	Â	J <u>(1)</u>	8,901	D	\$ (2)	13,066 (3)	D	Â

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

### Edgar Filing: Woodworth John K - Form 5

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)	Expiration D (Month/Day	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 or Number of Shares	
Restricted Stock Units	Â	12/31/2009	Â	<u>J(1)</u>	8,901 Â	(4)	(4)	Common Stock	8,901	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · ·	Director	10% Owner	6 Owner Officer			
Woodworth John K 3M CENTER ST. PAUL, MN 55144-1000	Â	Â	VICE PRESIDENT CORP SC OPERTNS	Â		

# **Signatures**

George Ann Biros, attorney-in-fact for John K.
Woodworth

01/11/2010

\*\*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 pursuant to 3M's Dividend Reinvestment Plan.
- (4) The restricted stock units will vest 100% three years from the grant date (2/9/2009).

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.

Reporting Owners 2