

3M CO  
Form 4  
February 05, 2015

**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 \*  
Ashish Khandpur K

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

ST. PAUL, MN 55144-1000

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP, Chief Tech. Officer

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 02/03/2015                           |  | A                              |   | 2,115.244<br>(1)  | A  | \$ 0                                       |
| Common Stock                    | 02/03/2015                           |  | F                              |   | 733 (1)   | D  | \$ 165.94                                  |
| Common Stock                    |                                      |  |                                |   | 714 (3)   | I  | Spouse 401k/paesop                         |

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

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SEC 1474 (9-02)

number.

**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) |              |                       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of S |
| Non-qualified Stock Option (Right to Buy)<br>(4) | \$ 165.94  | 02/03/2015                           |  | A                              | 25,445  | 02/03/2016   | 02/03/2025  | Common Stock | 25,                   |
| Restricted Stock Units                           | (5)  | 02/03/2015                           |  | A                              | 133   | (6)  | (6)   | Common Stock | 1                     |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Ashish Khandpur K<br>3M CENTER<br>ST. PAUL, MN 55144-1000 |               |           | Sr. VP, Chief Tech. Officer |       |

## Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Ashish K. Khanpur  
 \*\*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 transaction reflects the imminent delivery of 2115.244 shares of 3M Common Stock earned as the result of the vesting of the 2012 performance shares awarded to the reporting person under the 3M Long-Term Incentive Plan. The number of shares withheld for taxes are estimated and will be revised by amendment, if necessary.
- (1) performance shares awarded to the reporting person under the 3M Long-Term Incentive Plan. The number of shares withheld for taxes are estimated and will be revised by amendment, if necessary.
  - (2) Includes shares acquired under 3M's General Employee Stock Purchase Plan.
  - (3) Includes shares acquired pursuant to the 3M Voluntary Investment Plan.
  - (4) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/3/2015).
  - (5) Each restricted stock unit represents a contingent right to receive one share of 3M common stock.
  - (6) The restricted stock units will vest 100% on 2/3/2018.

## Edgar Filing: 3M CO - Form 4

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