

Roman Michael F
Form 4
February 08, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Roman Michael F

(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)
02/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/06/2018		A	5,943.829 (1)	A \$ 0 20,463.988	D	
Common Stock	02/06/2018		F	140 (1)	D \$ 0 20,323.988 (2)	D	

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

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(9-02)

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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 Security (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Month/Day/Year)	9. Date of Exercise (Month/Day/Year)	10. Date of Expiration (Month/Day/Year)	11. Title	12. Amount or Number of Shares
Non-qualified Stock Option (Right to Buy) (3)	\$ 233.63	02/06/2018		A	56,750	02/06/2019 02/04/2028	Common Stock					56,750

Reporting Owners

Reporting Owner Name / Address	Relationships
Roman Michael F 3M CENTER ST. PAUL, MN 55144-1000	Director 10% Owner Officer Other Executive Vice President

Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Michael F. Roman
02/08/2018

__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).

Represents shares of 3M common stock that will be delivered pursuant to the terms of a performance share award made to the reporting person on March 2, 2015. The performance-based vesting requirements applicable to such award were satisfied on the date reported in

(1) Column 2 above, which represents the date on which the level of performance attained was certified. The reporting person previously elected to defer receipt of the shares and will not have voting or investment powers with respect to these shares until they are issued. The number of shares withheld for FICA taxes was estimated and will be revised by amendment, if necessary.

(2) Includes shares acquired under 3M's General Employee Stock Purchase Plan.

(3) This option becomes exercisable in equal installments on each of the first three anniversaries of the grant date (2/6/2018).

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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