

Shin Hak Cheol
 Form 5
 January 11, 2010

FORM 5

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

OMB APPROVAL

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 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 *
 Shin Hak Cheol

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)
 EXEC VP INDUSTRIAL

(Last) (First) (Middle)
 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

| 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 Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/18/2009 | ^ | G | 120 | D | \$ 0 | 58,603 | D | ^ |
| Common Stock | 12/31/2009 | ^ | J ⁽¹⁾ | 32,077 | D | \$ ⁽²⁾ | 26,526 | D | ^ |
| Common Stock | 12/31/2009 | ^ | J ⁽¹⁾ | 12,937 | D | \$ ⁽²⁾ | 13,589 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,239 ⁽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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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | Â | 12/31/2009 | Â | J ⁽¹⁾ | 32,077 | Â Â ⁽⁴⁾ Â ⁽⁴⁾ | Common Stock | 32,077 |
| Restricted Stock Units | Â | 12/31/2009 | Â | J ⁽¹⁾ | 12,937 | Â Â ⁽⁵⁾ Â ⁽⁵⁾ | Common Stock | 12,937 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shin Hak Cheol 3M CENTER ST. PAUL, MN 55144-1000 | Â | Â | Â EXEC VP INDUSTRIAL | Â |

Signatures

George Ann Biros, attorney-in-fact for Hak Cheol Shin

 **Signature of Reporting Person

01/11/2010

 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.

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(4) The restricted stock units will vest 100% three years from the grant date (12/1/2008).

(5) The restricted stock units will not vest 100% three years from the grant date (2/9/2009).

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