

3M CO
Form 4
February 24, 2014

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 *
PALENSKY FRED J

(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)
02/20/2014

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)
EXEC VP R&D & CHF TECH OFF

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/20/2014		M		19,519	A	\$ 76.8
Common Stock	02/20/2014		S		200	D	\$ 131.69
Common Stock	02/20/2014		S		500	D	\$ 131.695
Common Stock	02/20/2014		S		4,412	D	\$ 131.705
Common Stock	02/20/2014		S		678	D	\$ 131.71

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Common Stock	02/20/2014	S	200	D	\$ 131.715	47,246	D
Common Stock	02/20/2014	S	1,060	D	\$ 131.72	46,186	D
Common Stock	02/20/2014	S	100	D	\$ 131.722	46,086	D
Common Stock	02/20/2014	S	600	D	\$ 131.725	45,486	D
Common Stock	02/20/2014	S	200	D	\$ 131.73	45,286	D
Common Stock	02/20/2014	S	1,400	D	\$ 131.735	43,886	D
Common Stock	02/20/2014	S	100	D	\$ 131.74	43,786	D
Common Stock	02/20/2014	S	300	D	\$ 131.745	43,486	D
Common Stock	02/20/2014	S	400	D	\$ 131.75	43,086	D
Common Stock	02/20/2014	S	200	D	\$ 131.795	42,886	D
Common Stock	02/20/2014	S	200	D	\$ 131.835	42,686	D
Common Stock	02/20/2014	S	100	D	\$ 131.837	42,586	D
Common Stock	02/20/2014	S	1,500	D	\$ 131.84	41,086	D
Common Stock	02/20/2014	S	400	D	\$ 131.845	40,686	D
Common Stock	02/20/2014	S	100	D	\$ 131.8475	40,586	D
Common Stock	02/20/2014	S	600	D	\$ 131.85	39,986	D
Common Stock	02/20/2014	S	100	D	\$ 131.86	39,886	D
Common Stock	02/20/2014	S	200	D	\$ 131.8675	39,686	D
Common Stock	02/20/2014	S	100	D	\$ 131.87	39,586	D
Common Stock	02/20/2014	S	50	D	\$ 131.875	39,536	D
	02/20/2014	S	400	D	\$ 131.89	39,136	D

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Common
Stock

Common Stock 02/20/2014 S 119 D \$ 131.894 39,017 D

Common Stock 02/20/2014 S 400 D \$ 131.895 38,617 D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALENSKY FRED J 3M CENTER ST. PAUL, MN 55144-1000			EXEC VP R&D & CHF TECH OFF	

Signatures

George Ann Biros, attorney-in-fact for Fred J. Palensky 02/24/2014

__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).

Remarks:

Form 4 filing 1 of 2

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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