

MAHAN JAMES T  
Form 5  
February 03, 2005

# FORM 5

**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).  
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 * |         |          | 2. Issuer Name and Ticker or Trading Symbol                  |  | 5. Relationship of Reporting Person(s) to Issuer  |  |
| MAHAN JAMES T                             |         |          | 3M CO [MMM]  |  | (Check all applicable)  |  |
| (Last)                                    | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>VICE PRESIDENT ENGRG MFG & LOG |  |
| 3M CENTER BLDG 0220 11 02                 |         |          | 12/31/2004   |  |   |  |
| (Street)                                  |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)         |  | 6. Individual or Joint/Group Reporting (check applicable line)  |  |
| ST PAUL, MN 551441000                     |         |          |  |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |  |
| (City)                                    | (State) | (Zip)    |  |  |   |  |

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D) Amount Price   |  |  |   |
| Common Stock <sup>(1)</sup>     | 09/24/2004                           | ^  | G                              | 50 D \$ 0   | 18,162   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 3,440  | I  | by 401k/PAESOP Trust                                  |

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.**

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |                            |
| Incentive Stock Option (right to buy)      | \$ 31.5175   | Â                                    | Â  | Â                              | Â   | Â   | 05/14/1997   | 05/14/2006      | Common Stock  | 3,1                        |
| Incentive Stock Option (right to buy)      | \$ 43.35   | Â                                    | Â  | Â                              | Â   | Â   | 05/09/2001   | 05/09/2010      | Common Stock  | 2,3                        |
| Incentive Stock Option (right to buy)      | \$ 45.85   | Â                                    | Â  | Â                              | Â   | Â   | 05/13/1998   | 05/13/2007      | Common Stock  | 2,1                        |
| Incentive Stock Option (right to buy)      | \$ 46.675  | Â                                    | Â  | Â                              | Â   | Â   | 05/12/1999   | 05/12/2008      | Common Stock  | 2,1                        |
| Incentive Stock Option (right to buy)      | \$ 47.5  | Â                                    | Â  | Â                              | Â   | Â   | 05/11/2000   | 05/10/2009      | Common Stock  | 2,1                        |
| Incentive Stock Option (right to buy)      | \$ 58.625  | Â                                    | Â  | Â                              | Â   | Â   | 05/08/2002   | 05/08/2011      | Common Stock  | 1,7                        |
| Non-Qualified Stock Option (right to buy)  | \$ 58.625  | Â                                    | Â  | Â                              | Â   | Â   | 05/08/2002   | 05/08/2011      | Common Stock  | 8,1                        |
| Non-Qualified Stock Option (right to buy)  | \$ 61.85   | Â                                    | Â  | Â                              | Â   | Â   | 05/14/2004   | 05/12/2013      | Common Stock  | 26,4                       |
| Non-Qualified Stock Option (right to buy)  | \$ 62.65   | Â                                    | Â  | Â                              | Â   | Â   | 12/03/2002   | 05/06/2005      | Common Stock  | 94                         |
| Non-Qualified Stock Option (right to buy)  | \$ 62.65   | Â                                    | Â  | Â                              | Â   | Â   | 12/03/2002   | 05/12/2006      | Common Stock  | 1,2                        |

|   |          |   |   |   |   |   |            |            |              |      |
|---|----------|---|---|---|---|---|------------|------------|--------------|------|
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/11/2007 | Common Stock | 1,4  |
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/12/2008 | Common Stock | 7,0  |
| Non-Qualified Stock Option (right to buy) | \$ 62.65 | Â | Â | Â | Â | Â | 12/03/2002 | 05/11/2009 | Common Stock | 6,5  |
| Non-Qualified Stock Option (right to buy) | \$ 64.5  | Â | Â | Â | Â | Â | 09/19/2003 | 05/12/2006 | Common Stock | 25   |
| Non-Qualified Stock Option (right to buy) | \$ 64.5  | Â | Â | Â | Â | Â | 09/19/2003 | 05/11/2007 | Common Stock | 5,3  |
| Non-Qualified Stock Option (right to buy) | \$ 64.5  | Â | Â | Â | Â | Â | 09/19/2003 | 05/11/2009 | Common Stock | 56   |
| Non-Qualified Stock Option (right to buy) | \$ 64.5  | Â | Â | Â | Â | Â | 09/19/2003 | 05/07/2010 | Common Stock | 6,4  |
| Non-Qualified Stock Option (right to buy) | \$ 64.5  | Â | Â | Â | Â | Â | 09/19/2004 | 05/06/2011 | Common Stock | 5,6  |
| Non-Qualified Stock Option (right to buy) | \$ 64.5  | Â | Â | Â | Â | Â | 05/15/2003 | 05/14/2012 | Common Stock | 15,8 |
| Non-Qualified Stock Option (right to buy) | \$ 84.4  | Â | Â | Â | Â | Â | 05/12/2005 | 05/09/2014 | Common Stock | 35,1 |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                   | Other |
| MAHAN JAMES T<br>3M CENTER BLDG 0220 11 02<br>ST PAUL, MN 551441000 | Â             | Â         | Â VICE<br>PRESIDENT<br>ENGRG MFG &<br>LOG | Â     |

## Signatures

By: George Ann Biros For: James T Mahan  
Date: 12/31/2004

\*\*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) The indirectly-held common stock holding (401k/PAESOP) reported in Table I includes shares acquired during the fiscal year pursuant to the 3M Voluntary Investment Plan. The directly-held common stock holding reported in Table I includes shares acquired pursuant to 3M's Dividend Reinvestment Program in transactions exempt from Section 16; this total also includes shares acquired during the fiscal year pursuant to 3M's General Employee Stock Purchase Plan.

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