

3M CO
Form 4
February 09, 2017

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)
02/07/2017

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 Beneficial Ownership (Instr. 4)
Common Stock	02/07/2017		A	V Amount 4,763.471 (1)	(A) or (D) Price A \$ 0 1,125	D	
Common Stock	02/07/2017		F	2,331 (1)	D \$ 0 1,125 (2)	D	
Common Stock					752 (3)	I	by Spouse
Common Stock					751 (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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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-qualified Stock Option (Right to Buy) <u>(4)</u>	\$ 175.76	02/07/2017		A	29,803	02/07/2018 02/08/2027	Common Stock	29,803

Reporting Owners

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

Signatures

/s/ Sheila B. Clagherty, attorney-in-fact for Ashish K. Khanpur 02/09/2017

__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 imminently pursuant to the terms of a performance share award made to the reporting person on March 3, 2014. The performance-based vesting requirements applicable to such award were satisfied on the date reported in Column 2 above, which represents the date on which the level of performance attained was certified. The number of shares withheld for taxes are estimated and will be revised by amendment, if necessary.
- (1) Represents shares of 3M common stock that will be delivered imminently pursuant to the terms of a performance share award made to the reporting person on March 3, 2014. The performance-based vesting requirements applicable to such award were satisfied on the date reported in Column 2 above, which represents the date on which the level of performance attained was certified. 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 (2/7/2017).

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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