FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 es imated average burden wars per response .......

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

FR 18 5004 SEC USE ONLY Prefix Serial SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.) offering of 541,581 shares of 3M common stock									
Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [ x ] Rule 506 [ ] Section 4(6) [ ] ULOE Type of Filing: [ ] New Filing [ ] Amendment									
A. BASIC IDENTIFICATION DATA		•	*						
Enter the information requested about the issuer			7 <b>2</b> 001						
Name of Issuer ([]] check if this is an amendment and name has changed, and indicate change.) 3M Company		Ž.							
Address of Executive Offices (Number and Street, City, State, Zip Code) 3M Center, St. Paul, MN 55144	Telephone Number (Including Area Code) (651) 733-2204								
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)								
Brief Description of Business 3M is a diversified global company with a market presence in health care, safety, electronics, telecommunications, industrial, consumer and office and other markets.									
Type of Business Organization [x] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed									
Actual or Estimated Date of Incorporation or Organization:	Month [0 6]	<u>Year</u> [2 9]	[X] Actual [] Estimated						
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [DE]		···,							

#### GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to 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.

## A. BASIC IDENTIFICATION DATA

# 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X] Executive Officer	[x] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, if inc McNerney Jr., W. James	ividual)					
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	le)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, if inc Alvaardo, Linda G.	ividual)					
Business or Residence Address (I 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	de)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ x] Director	General and/or Managing Partner	
Full Name (Last name first, if inc Brennan, Edward A.	ividual)					
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	de)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, if inc Coffman, Vance D.	ividual)		· · · · · · · · · · · · · · · · · · ·			
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	le)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ X] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, if inc Eskew, Michael L.	ividual)			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	le)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, if inc Liddy, Edward M	ividual)					
Business or Residence Address (I 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	de)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X ] Director	[ ] General and/or Managing Partner	
Full Name (Last name first, if inc Morrison, Robert S.	ividual)					
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and Str	eet, City, State, Zip Coo	de)			

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if ind Peters, Aulana L.	ividual)				
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and St	reet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if ind Ridgway, Rozanne L.	ividual)	· · · · · · · · · · · · · · · · · · ·	<del></del>		
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and St	reet, City, State, Zip Co	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ X] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if ind Sharer, Kevin W.	ividual)				
Business or Residence Address (13M Center, St. Paul, MN 55144	Number and Str	reet, City, State, Zip Co	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if ind Sullivan, Louis W.	ividual)				
Business or Residence Address (1 3M Center, St. Paul, MN 55144	Number and St	reet, City, State, Zip Co	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X ] Executive Office	r []Director	[ ] General and/or Managing Partner
Full Name (Last name first, if ind Campbell, Patrick D.	ividual)				
Business or Residence Address (1 3M Center, St Paul, MN 55144	Number and St	reet, City, State, Zip Co	de)		
Check Box(es) that Apply:	[] Promoter	[ ] Beneficial Owner	[X ] Executive Office	r [] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if ind Nozari, Moe S.	ividual)		······································		
Business or Residence Address (1 3M Center, St Paul, MN 55144	Number and St	reet, City, State, Zip Co	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X] Executive Office	r []Director	[ ] General and/or Managing Partner
Full Name (Last name first, if incostake, James B.	ividual)				
Business or Residence Address (I 3M Center, St Paul, MN 55144	Number and St	reet, City, State, Zip Co	de)		

2.	Enter	the	inf	ormation	reque	ested	for	the	foll	owing	ζ

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuer.

Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if i Sauer, Brad T.	ndividual)				
Business or Residence Address 3M Center, St. Paul, MN 5514		eet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ X] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if i Reich, Charles	ndividual)		- <del> </del>		A STATE OF THE STA
Business or Residence Address 3M Center, St. Paul, MN 551-		eet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if i Wiens, Harold J.	ndividual)	<u> </u>			, , , , , , , , , , , , , , , , , , ,
Business or Residence Address 3M Center, St. Paul, MN 5514	`	reet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X ] Executive Officer	[ ] Director	[] General and/or Managing Partner
Full Name (Last name first, if i Palensky, Frederick J.	ndividual)	,			
Business or Residence Address 3M Center, St. Paul, MN 5514	,	reet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if i Landwehr, Steven J.	ndividual)	······································			
Business or Residence Address 3M Center, St. Paul, MN 5514	•	eet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[X] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if i Thulin, Inge G	ndividual)				10 10 10 10 10 10 10 10 10 10 10 10 10 1
Business or Residence Address 3M Center, St. Paul, MN 5514	,	eet, City, State, Zip Coo	de)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner

					B. INF	ORMAT	ION ABO	UT OFFI	ERING					
1. Has	the issuer sold	, or does the	e issuer inter	nd to sell, to	non-accred	lited investo	ors in this of	fering?	,	.,,.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				Yes No [X]
				I	Answer also	in Append	ix, Column	2, if filing u	ınder ULOE	3.				
2. Wha	at is the minim	um investm	ent that will								*************		\$	N/A_
														Yes No
3. Doe	s the offering p	ermit joint	ownership o	of a single u	nit?		•••••	***************************************			•••••••	***************************************		.[X][]
solic regis	er the informaticitation of purc stered with the ach a broker or	hasers in co SEC and/or	nnection wi	ith sales of s e or states, li	ecurities in	the offering of the brok	g. If a perso er or dealer	n to be liste . If more th	d is an asso	ciated perso	n or agent o	of a broker o	r dealer	
Full Nat	ne (Last name	first, if indi	vidual)											
Busines	s or Residence	Address (N	lumber and	Street, City,	State, Zip	Code)								· · · · · · · · · · · · · · · · · · ·
Name o	f Associated B	roker or De	aler											
	Which Person												[	] All States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	(DE) [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL) [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Nar	ne (Last name	first, if indi	vidual)											
Busines	s or Residence	Address (N	lumber and	Street, City,	State, Zip	Code)				······································				
Name o	f Associated B	roker or De	aler											
States ir (Che	Which Person eck "All States	Listed Has	s Solicited o ndividual St	r Intends to	Solicit Puro	chasers			.,,				[	] All States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Na	ne (Last name	first, if indi	ividual)											
Busines	s or Residence	Address (N	lumber and	Street, City,	State, Zip	Code)						n		
Name o	f Associated B	roker or De	aler	<del></del>								<del></del>		
	Which Person eck "All States												[	] All States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PRO	CEEDS		
l.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	-	Aggregate		Amount
	Type of Security		Offering Price		Already Sold
	Debt	\$_		\$	
	Equity [X] Common [] Preferred	\$_	44,132,894	\$	44,132,894
		e.		\$	
		\$ <u>-</u>		•	
	Partnership Interests	\$ _		\$	<del></del>
	Other (Specify )	\$ _	<del></del>	. \$	
	Total	\$ _	44,132,894	. \$	44,132,894
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
	01 2610.		Number Investors		Aggregate Dollar Amoun of Purchases
	Accredited Investors		17	\$	43,043,468
	Non-accredited Investors		29	_ \$	1,089,426
	Total (for filings under Rule 504 only)			\$	
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering Classify securities by type listed in Part CQuestion 1.	)			
	Type of Offering		Type of Security		Dollar Amount Sold
	Rule 505			\$	
	Regulation A			- ·	
	Rule 504		<del> </del>	_ ` .	
				<b>-</b>	
	Total			_ <sup>3</sup> .	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offer Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to fut contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate and the left of the es	ure	[ x]	\$	2,000
	Printing and Engraving Costs		[x]	\$	2,300
				~ —-	15,000
	Legal Fees		[x]	۰ <u> </u>	
	Accounting Fees		[ x]	<b>b</b>	10,000
	Engineering Fees		[]	\$	
	Sales Commissions (Specify finders' fees separately)		[]	\$	<del></del>
	04 - 7 (1 (2)		f 3	c c	

29,300

[x]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE O	F PRO	OCEEDS			
	b. Enter the difference between the aggregate offering price given in response to Part CQuestion 1 and total e furnished in response to Part CQuestion 4.a. This difference is the "adjusted gross proceeds to the issuer"		•••••	\$	_44,1	03,59	4
	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part CQuestion 4.	ate. Th					
				Payments to Officers, Directors & Affiliates			Payments t Others
	Salaries and fees	[]	\$		[]	\$.	
	Purchase of real estate	[]	\$		[]	\$.	
	Purchase, rental or leasing and installation of machinery and equipment	[]	<b>\$</b> _		[]	\$.	
	Construction or leasing of plant buildings and facilities	[]	\$		[]	\$.	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$		[x]	\$ .	44,103,594
	Repayment of indebtedness	[]	\$		[]	\$.	<u></u>
	Working capital	[]	<b>s</b>		[]	\$.	
	Other (specify):	<del></del>					
		- []	\$ <u>_</u>		[]	\$ .	
	Column Totals	[]	s _		[x]	\$.	44,103,594
	Total Payments Listed (column totals added)		[X]	\$ 44,103,59	94		
	D. FEDERAL SIGNATURE						
ınd	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed the ertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff-accredited investor pursuant to paragraph (b)(2) of Rule 502.	f, the inf	ormatic	n furnished by th	nature o	consti r to a	tutes an
M	er (Print or Type) Company Signature NAAA	M	Date Fe	bruary 12, 2004	-		
Var Gre	ne of Signer (Print or Type)  Title of Signer (Print or Type)  gg M. Larson  Secretary	<del></del>	-				
	ATTENTION						
	Intentional misstatements or omissions of fact constitute federal criminal viola		(See 1	8 U.S.C. 1001.)			
	THE PERSON AND ADDRESS OF THE PROPERTY OF THE PERSON OF TH		, <del>-</del> -				ł