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3M CO
Form S-8
December 09, 2002

As filed with the Securities and Exchange Commission on December 9, 2002
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

3M COMPANY
(Exact name of Registrant as specified in its charter)

Delaware 41-0417775
(State of incorporation) (I.R.S. Employer I.D. No.)
3M Center
St. Paul, Minnesota 55144
(651) 733-2204

(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

1997 GENERAL EMPLOYEES STOCK PURCHASE PLAN AND
1997 MANAGEMENT STOCK OWNERSHIP PROGRAM
(Full title of the plans)

Gregg M. Larson
Assistant General Counsel and Secretary
3M Company
3M Center
St. Paul, Minnesota 55144
Telephone: (651) 733-2204
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered(1) | Amount to be Registered(1) | Proposed Maximum Offering Price/Share(2) | Proposed Maximum Aggregate Offering Price | Amo Registr |
|--|-------------------------------|--|---|----------------|
| Common Stock, \$0.01 par value/share | 7,000,000 | \$125.57 | \$878,990,000 | \$80, |

(1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.

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REGISTRATION OF ADDITIONAL SECURITIES

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1997 General Employees Stock Purchase Plan and 1997 Management Stock Ownership Program. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8, Registration No. 333-30691, 333-30689 and 333-44760 are incorporated herein by reference and the information required by Part II is omitted, except for Items 3 and 5, which have been updated.

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated herein by reference in this Registration Statement:

| 3M COMMISSION FILINGS (FILE NO. 1-3285) | DATE/PERIOD |
|---|---|
| ----- | ----- |
| Description of 3M's common stock contained in 3M's Registration Statement on Form S-3 | Dated July 31, 2000, as amended on August 18, 2000 |
| Annual Report on Form 10-K | Year ended December 31, 2001 |
| Quarterly Reports on Form 10-Q | Quarters ended March 31, 2002, June 30, 2002 and September 30, 2002 |
| Current Reports on Form 8-K | March 5, 2002, April 9, 2002, November 15, 2002, and December 9, 2002 |

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

For purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Certain legal matters with respect to the validity of securities

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registered hereby have been passed upon by Gregg M. Larson, our Assistant General Counsel. Mr. Larson beneficially owns, or has options to acquire, a number of shares of our common stock, which represents less than 1% of the total outstanding common stock.

ITEM 8. EXHIBITS.

See Exhibit Index

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, and State of Minnesota on December 9, 2002.

3M COMPANY

By /s/ Gregg M. Larson

Name: Gregg M. Larson

Title: Assistant General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1993, as amended, this registration statement has been signed by the following persons in the capacities and on the dates as indicated.

| Signature ----- | Title ----- |
|--|--|
| /s/ W. James McNerney, Jr ----- W. James McNerney, Jr. | Chairman of the Board, Chief Executive Officer and Director |
| /s/ Patrick D. Campbell ----- Patrick D. Campbell | Senior Vice President, Chief Financial Officer (Principal Financial Officer) |
| /s/ Ronald G. Nelson ----- Ronald G. Nelson | Vice President and Controller |
| /s/ Linda G. Alvarado ----- Linda G. Alvarado | Director |
| /s/ Edward A. Brennan ----- Edward A. Brennan | Director |
| /s/ Edward M. Liddy ----- Edward M. Liddy | Director |

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/s/ Aulana L. Peters

Aulana L. Peters

Director

/s/ Rozanne L. Ridgway

Rozanne L. Ridgway

Director

/s/ Kevin W. Sharer

Kevin W. Sharer

Director

/s/ Louis W. Sullivan

Louis W. Sullivan

Director

* By: /s/ Gregg M. Larson

Gregg M. Larson
Attorney-in-fact
Date: December 9, 2002

INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|--|
| 5 | Opinion of Counsel re Legality (Consent of Counsel included therein). |
| 15 | Awareness Letter of PricewaterhouseCoopers LLP (regarding interim financial information) |
| 23 | Consent of PricewaterhouseCoopers LLP (Consent of Counsel included in Exhibit 5). |
| 24.1 | Power of Attorney |
| 24.2 | Power of Attorney |