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3M CO
Form S-8 POS
October 01, 2003

As filed with the Securities and Exchange Commission on October 1, 2003
Registration No. 333-109282

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

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

Delaware
(State of incorporation)

41-0417775
(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)

2002 MANAGEMENT STOCK OWNERSHIP PROGRAM
(Full title of the plan)

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 | Amount to be Registered (1) | Proposed Maximum Offering Price/Share (2) | Proposed Maximum Aggregate Offering Price |
|---|--------------------------------|--|--|
| Common Stock, \$0.01 par value/share | 15,400,000 shares | \$70.80 | \$1,090,320,000 |

(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(c) under the Securities Act of 1933 based on the average of the high and low prices reported on September 25, 2003 (on a stock split adjusted basis).

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(3) Pursuant to Rule 457(p) under the Securities Act, the amount of the registration fee payable hereunder has been partially offset by \$9,066 which is the remaining unused balance related to \$130,416 of filing fees paid in respect of \$494,000,000 of unsold securities previously registered under the Registration Statement on Form S-3 (No. 333-48922) of 3M Company filed with the Securities and Exchange Commission on October 30, 2000. The amount of the filing fee for securities to be registered hereunder pursuant to such offset has been recalculated based upon the current fee rate of \$80.90 per million. Therefore, a \$79,140.89 filing fee relating to securities being registered hereunder is due. A \$78,860.57 filing fee was paid with the original Registration Statement on Form S-8 (No. 333-109282) filed on September 30, 2003. The remainder \$280.32 filing fee due is being paid herewith.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 is filed for the sole purpose of adjusting certain numbers under the "Calculation of Registration Fee" on the cover page of the Registration Statement. Such adjustments include: (1) "Amount to be Registered" to reflect the two-for-one split on the Company's Common Stock; and (2) "Proposed Maximum Offering Price/Share" based on the average of the high and low reported prices pursuant Rule 457(c), and the corresponding re-calculation of the "Proposed Maximum Aggregate Offering Price" and the "Registration Fee."

REGISTRATION OF ADDITIONAL SECURITIES

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 2002 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. 333-101751 is 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, Registration No. 333-42660. | Dated July 31, 2000, as amended on August 18, 2000 |
| Annual Report on Form 10-K | Year ended December 31, 2002 |
| Quarterly Reports on Form 10-Q | Quarters ended March 31, 2003 and June 30, 2003 |
| Current Reports on Form 8-K | March 4, 2003, March 26, 2003, May 23, 2003, August 13, 2003, and August 21, 2003 |

In addition, all documents subsequently filed by the Registrant

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pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than Current Reports furnished under Item 9 of Form 8-K) 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

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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.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Gregg M. Larson, who is our Assistant General Counsel, has issued an opinion about the validity of securities registered hereby, as well as other relevant legal matters. 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 October 1, 2003.

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, this registration statement has been signed by the following persons in the capacities and on the dates as indicated.

Signature Title
* Chairman of the Board, Chief Executive Officer and Director
W. James McNerney, Jr.
* Senior Vice President, Chief Financial Officer (Principal Financial

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 | Power of Attorney |