

3M CO  
Form POS AM  
December 03, 2004

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As filed with the Securities and Exchange Commission on December 3, 2004

Registration No. 333-103234

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM S-3  
REGISTRATION STATEMENT  
AND  
POST-EFFECTIVE AMENDMENT NO. 8  
UNDER  
THE SECURITIES ACT OF 1933**

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**3M Company**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**41-0417775**  
(I.R.S. Employer  
Identification No.)

**3M Center  
St. Paul, Minnesota 55144  
(651) 733-1110**

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

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Gregg M. Larson  
Secretary and Assistant General Counsel  
3M Company  
3M Center  
St. Paul, Minnesota 55144  
(651) 733-1110

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.  \_\_\_\_\_

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**DEREGISTRATION OF SECURITIES**

An aggregate principal amount of \$639,000,000 of the Registrant's Liquid Yield Option Notes due 2032 (the "LYONs") and the shares of its common stock issuable upon conversion of the LYONs (the "Common Stock" and, together with the LYONs, the "Securities") were registered under the Securities Act of 1933, as amended, by the filing of a Registration Statement on Form S-3 (File No. 333-103234) (the "Registration Statement"). The Registration Statement was declared effective by the Securities and Exchange Commission on May 9, 2003.

The purpose of this Post-Effective Amendment No. 8 to the Registration Statement (the "Amendment") is to deregister such portion of the Securities, previously registered on the Registration Statement, which have not been sold as of the date this Amendment is filed.

**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-3 and has duly caused this amendment to the 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 the 3rd day of December, 2004.

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 1933, this registration statement has been signed by the following persons in the capacities and on the dates as indicated.

Signature	Title	Date
*  W. James McNerney, Jr.	Chairman of the Board, Chief Executive Officer and Director	December 3, 2004
*  Patrick D. Campbell	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	December 3, 2004
*  Linda G. Alvarado	Director	December 3, 2004
*  Edward A. Brennan	Director	December 3, 2004
*  Vance D. Coffman	Director	December 3, 2004
*  Edward M. Liddy	Director	December 3, 2004
*  Aulana L. Peters	Director	December 3, 2004
*  Rozanne L. Ridgway	Director	December 3, 2004
*  Kevin W. Sharer	Director	December 3, 2004

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Signature	Title	Date
_____ Louis W. Sullivan		
* By /s/ GREGG M. LARSON		December 3, 2004
_____ Gregg M. Larson Attorney-in-fact		

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DEREGISTRATION OF SECURITIES

SIGNATURES