

3M CO  
Form S-8 POS  
December 03, 2015

As filed with the Securities and Exchange Commission on December 3, 2015

Registration No. 333-101751

**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 or other jurisdiction  
of incorporation or organization)

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

**3M Center**  
**St. Paul, Minnesota 55144**  
(Address of principal executive offices,  
including zip code)

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**3M 2002 Management Stock Ownership Program**

(Full title of the plan)

**Gregg M. Larson  
Deputy General Counsel  
3M Company  
3M Center  
St. Paul, Minnesota 55144  
(651) 733-2204**

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ X

Accelerated filer ☐ O

Non-accelerated filer ☐ O  
(Do not check if a smaller reporting company)

Smaller reporting company ☐ O

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**EXPLANATORY NOTE**

3M Company (the Company) filed with the Securities and Exchange Commission a registration statement on Form S-8, Number 333-101751, on December 10, 2002 (the Registration Statement), to register common shares of the Company (the Securities) to be offered under the Company's 2002 Management Stock Ownership Program (the Program).

The purpose of this Post-Effective Amendment No. 1 to the Registration Statement is to deregister such portion of the Securities, previously registered under 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-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Paul, State of Minnesota, on December 3, 2015.

3M COMPANY

By:

/s/ Gregg M. Larson  
Gregg M. Larson  
Deputy General Counsel and Secretary