

Equity compensation plans information follows:

**Equity Compensation Plans Information**

Plan Category	A Number of securities to be issued upon exercise of outstanding options, warrants and rights	B Weighted- average exercise price of outstanding options, warrants and rights	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by security holders			
MSOP	73,629,275	\$52.42	18,926,042
GESPP	—	—	15,452,934
Non-employee directors	—	—	577,874
Subtotal	73,629,275	\$52.42	34,956,850
Equity compensation plans not approved by security holders	—	—	—
Total	73,629,275	\$52.42	34,956,850

**Item 13. Certain Relationships and Related Transactions.**

No matters require disclosure.

**Item 14. Principal Accounting Fees and Services.**

The information relating to principal accounting fees and services is set forth under the caption “Independent Auditor’s Fees” in 3M’s Proxy Statement and such information is incorporated by reference herein.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K.**

(a)(1) Financial Statements. The consolidated financial statements filed as part of this report are listed in the index to financial statements on page 35 as follows:

	Page number
Report of Independent Auditors	37
Consolidated Statement of Income for the years ended December 31, 2003, 2002 and 2001	38
Consolidated Balance Sheet at December 31, 2003 and 2002	39
Consolidated Statement of Changes in Stockholders’ Equity and Comprehensive Income for the years ended December 31, 2003, 2002 and 2001	40
Consolidated Statement of Cash Flows for the years ended December 31, 2003, 2002 and 2001	41
Notes to Consolidated Financial Statements	42 – 69