

3M CO
Form 10-K
February 16, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011

Commission file number 1-3285

3M COMPANY

State of Incorporation: **Delaware**

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

Principal executive offices: **3M Center, St. Paul, Minnesota 55144**

Telephone number: **(651) 733-1110**

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

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Title of each class
Common Stock, Par Value \$.01 Per Share

**Name of each exchange
on which registered**
New York Stock Exchange, Inc.
Chicago Stock Exchange, Inc.

Note: The common stock of the Registrant is also traded on the SWX Swiss Exchange.

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of voting stock held by nonaffiliates of the Registrant, computed by reference to the closing price and shares outstanding, was approximately \$60.2 billion as of January 31, 2012 (approximately \$67.3 billion as of June 30, 2011, the last business day of

the Registrant's most recently completed second quarter).

Shares of common stock outstanding at January 31, 2012: 694,543,763.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the Company's definitive proxy statement (to be filed pursuant to Regulation 14A within 120 days after Registrant's fiscal year-end of December 31, 2011) for its annual meeting to be held on May 8, 2012, are incorporated by reference in this Form 10-K in response to Part III, Items 10, 11, 12, 13 and 14.

This document (excluding exhibits) contains 124 pages.

The table of contents is set forth on page 2. The exhibit index begins on page 120.

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FORM 10-K

For the Year Ended December 31, 2011

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3M COMPANY

ANNUAL REPORT ON FORM 10-K

For the Year Ended December 31, 2011

PART I

Item 1. Business.

3M Company was incorporated in 1929 under the laws of the State of Delaware to continue operations begun in 1902. The Company's ticker symbol is MMM. As used herein, the term "3M" or "Company" includes 3M Company and its subsidiaries unless the context indicates otherwise. In this document, for any references to Note 1 through Note 19, refer to the Notes to Consolidated Financial Statements in Item 8.

Available Information

The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including the Company, that file electronically with the SEC. The public can obtain any documents that the Company files with the SEC at <http://www.sec.gov>. The Company files annual reports, quarterly reports, proxy statements and other documents with the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934 (Exchange Act). The public may read and copy any materials that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

3M also makes available free of charge through its website (<http://investor.3M.com>) the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and, if applicable, amendments to those reports filed or furnished pursuant to the Exchange Act as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC.

General

3M is a diversified technology company with a global presence in the following businesses: Industrial and Transportation; Health Care; Consumer and Office; Safety, Security and Protection Services; Display and Graphics; and Electro and Communications. 3M is among the leading manufacturers of products for many of the markets it serves. Most 3M products involve expertise in product development, manufacturing and marketing, and are subject to competition from products manufactured and sold by other technologically oriented companies.

At December 31, 2011, the Company employed 84,198 people (full-time equivalents), with 33,128 employed in the United States and 51,070 employed internationally.

Business Segments

As discussed in Note 17 to the Consolidated Financial Statements, effective in the first quarter of 2011, 3M made certain product moves between its business segments in its continuing effort to drive growth by aligning businesses around markets and customers. Segment information presented herein reflects the impact of these changes for all periods presented.

3M continues to manage its operations in six operating business segments: Industrial and Transportation; Health Care; Consumer and Office; Safety, Security and Protection Services; Display and Graphics; and Electro and Communications. 3M's six business segments bring together common or related 3M technologies, enhancing the development of innovative products and services and providing for efficient sharing of business resources. These segments have worldwide responsibility for virtually all 3M product lines. Certain small businesses and lab-sponsored products, as well as various corporate assets and expenses, are not attributed to the business segments. Financial information and other disclosures relating to 3M's business segments and operations in major geographic areas are provided in the Notes to Consolidated Financial Statements.

Industrial and Transportation Business: The Industrial and Transportation segment serves a broad range of markets, such as automotive original equipment manufacturer (OEM) and automotive aftermarket (auto body shops and retail), renewable energy, electronics, paper and packaging, food and beverage, and appliance. Industrial and Transportation products include tapes, a wide variety of coated and non-woven abrasives, adhesives, specialty materials, filtration products, energy control products, closure systems for personal hygiene products, acoustic systems products, and components and products that are used in the manufacture, repair and maintenance of automotive, marine, aircraft and specialty vehicles. In 2011, 3M acquired Winterthur Technologie AG, a leading

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global supplier of precision grinding technology serving customers in the area of hard-to-grind precision applications in industrial, automotive, aircraft and cutting tools.

Major industrial products include vinyl, polyester, foil and specialty industrial tapes and adhesives; Scotch® Masking Tape, Scotch® Filament Tape and Scotch® Packaging Tape; packaging equipment; 3M VHB Bonding Tapes; conductive, low surface energy, hot melt, spray and structural adhesives; reclosable fasteners; label materials for durable goods; and coated, nonwoven and microstructured surface finishing and grinding abrasives for the industrial market. 3M Purification Inc. (previously referred to as CUNO Incorporated), provides a comprehensive line of filtration products for the separation, clarification and purification of fluids and gases. Other industrial products include fluoroelastomers for seals, tubes and gaskets in engines; and engineering fluids. In addition, this segment provides 3M Scotchtint Window Film for buildings; 3M Ultra Safety and Security Window Film for property and personal protection during destructive weather conditions; closure systems for personal hygiene products; and acoustic systems products.

Major transportation products include insulation components, including components for catalytic converters; functional and decorative graphics; abrasion-resistant films; masking tapes; fasteners and tapes for attaching nameplates, trim, moldings, interior panels and carpeting; coated, nonwoven and microstructured finishing and grinding abrasives; structural adhesives; and other specialty materials. In addition, 3M provides paint finishing and detailing products, including a complete system of cleaners, dressings, polishes, waxes and other products.

Health Care Business: The Health Care segment serves markets that include medical clinics and hospitals, pharmaceuticals, dental and orthodontic practitioners, and health information systems. Products and services provided to these and other markets include medical and surgical supplies, skin health and infection prevention products, inhalation and transdermal drug delivery systems, dental and orthodontic products (oral care), health information systems, and food safety products.

In the medical and surgical areas, 3M is a supplier of medical tapes, dressings, wound closure products, orthopedic casting materials, electrodes and stethoscopes. In infection prevention, 3M markets a variety of surgical drapes, masks and preps, as well as sterilization assurance equipment. Other products include drug delivery systems, such as metered-dose inhalers, transdermal skin patches and related components. In addition, in the fourth quarter of 2010, 3M acquired Arizant Inc., a manufacturer of patient warming solutions designed to prevent hypothermia in surgical settings. Dental and orthodontic products include restoratives, adhesives, finishing and polishing products, crowns, impression materials, preventive sealants, professional tooth whiteners, prophylaxis and orthodontic appliances. In health information systems, 3M develops and markets computer software for hospital coding and data classification, and provides related consulting services. 3M provides food safety products that make it faster and easier for food processors to test the microbiological quality of food.

Consumer and Office Business: The Consumer and Office segment serves markets that include consumer retail, office retail, home improvement, building maintenance and other markets. Products in this segment include office supply products, stationery products, construction and home improvement products (do-it-yourself), home care products, protective material products, certain consumer retail personal safety products, and consumer health care products.

Major consumer and office products include Scotch® brand products, such as Scotch® Magic Tape, Scotch® Glue Stick and Scotch® Cushioned Mailer; Post-it® Products, such as Post-it® Flags, Post-it® Note Pads, Post-it® Labeling & Cover-up Tape, and Post-it® Pop-up Notes and Dispensers; construction and home improvement products, including surface-preparation and wood-finishing materials, Command Adhesive Products and Filtrete Filters for furnaces and air conditioners; home care products, including Scotch-Brite® Scour Pads, Scotch-Brite® Scrub Sponges, Scotch-Brite Microfiber Cloth products, O-Cel-O Sponges and Scotchgard Fabric Protectors; protective material products; certain maintenance-free respirators; certain consumer retail personal safety products, including safety glasses and hearing protectors;

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and Nexcare Adhesive Bandages. In July 2009, 3M acquired ACE® branded (and related brands) elastic bandage, supports and thermometer product lines.

Safety, Security and Protection Services Business: The Safety, Security and Protection Services segment serves a broad range of markets that increase the safety, security and productivity of workers, facilities and systems. Major product offerings include personal protection products, cleaning and protection products for commercial establishments, safety and security products (including border and civil security solutions), roofing granules for asphalt shingles, corrosion protection products used in the oil and gas pipeline markets, and track and trace solutions. In the fourth quarter of 2010, 3M acquired Cogent Inc. and Attenti Holdings S.A. Cogent Inc. is a provider of finger, palm, face and iris biometric systems for governments, law enforcement agencies, and commercial

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enterprises. Attenti Holdings S.A. is a supplier of remote people-monitoring technologies used for offender-monitoring applications and to assist eldercare facilities in monitoring and enhancing the safety of patients.

This segment's products include personal protection products, such as certain maintenance-free and reusable respirators, personal protective equipment, head and face protection, body protection, hearing protection and protective eyewear. In addition, this segment provides electronic surveillance products, films that protect against counterfeiting, and reflective materials that are widely used on apparel, footwear and accessories, enhancing visibility in low-light situations. 3M's Track and Trace Solutions business utilizes radio frequency identification (RFID) technology to provide a growing array of solutions. Other products include spill-control sorbents; 3M Thinsulate Insulation and 3M Thinsulate Lite Loft Insulation; nonwoven abrasive materials for floor maintenance and commercial cleaning; floor matting; natural and color-coated mineral granules for asphalt shingles; and corrosion protection products.

Display and Graphics Business: The Display and Graphics segment serves markets that include electronic display, traffic safety and commercial graphics. This segment includes optical film solutions for LCD electronic displays; computer screen filters; reflective sheeting for transportation safety; commercial graphics sheeting and systems; architectural surface and lighting solutions; and mobile interactive solutions, including mobile display technology, visual systems products, and computer privacy filters.

The optical film business provides films that serve numerous market segments of the electronic display industry. 3M provides distinct products for five market segments, including products for: 1) LCD computer monitors, 2) LCD televisions, 3) hand-held devices such as cellular phones and tablets, 4) notebook PCs and 5) automotive displays. In traffic safety systems, 3M provides reflective sheetings used on highway signs, vehicle license plates, construction work-zone devices, trucks and other vehicles, and also provides pavement marking systems. Major commercial graphics products include films, inks, digital signage systems and related products used to produce graphics for vehicles, signs and interior surfaces. The mobile interactive solutions business focuses on bringing technology to the projection market, including mobile display technology in addition to its visual communication products that serve the world's office and education markets with overhead projectors and transparency films, as well as equipment and materials for electronic and multimedia presentations. In addition, this business includes desktop and notebook computer screen filters that address needs for light control, privacy viewing and glare reduction.

Electro and Communications Business: The Electro and Communications segment serves the electrical, electronics and communications industries, including electrical utilities; electrical construction, maintenance and repair; original equipment manufacturer (OEM) electrical and electronics; computers and peripherals; consumer electronics; telecommunications central office, outside plant and enterprise; as well as aerospace, military, automotive and medical markets; with products that enable the efficient transmission of electrical power and speed the delivery of information. Products include electronic and interconnect solutions, microinterconnect systems, high-performance fluids, high-temperature and display tapes, telecommunications products, electrical products, and touch screens and touch monitors.

Major electronic and electrical products include packaging and interconnection devices; high-performance fluids used in the manufacture of computer chips, and for cooling electronics and lubricating computer hard disk drives; high-temperature and display tapes; insulating materials, including pressure-sensitive tapes and resins; and related items. 3M Flexible Circuits use electronic packaging and interconnection technology, providing more connections in less space, and are used in ink-jet printer cartridges, cell phones and electronic devices. This segment serves the world's telecommunications companies with a wide array of products for fiber-optic and copper-based telecommunications systems for rapid deployment in fixed and wireless networks. The 3M Aluminum Conductor Composite Reinforced (ACCR) electrical power cable, with an aluminum-based metal matrix at its core, increases transmission capacity for existing power lines. The touch systems business includes touch screens and touch monitors.

Distribution

3M products are sold through numerous distribution channels, including directly to users and through numerous wholesalers, retailers, jobbers, distributors and dealers in a wide variety of trades in many countries around the world. Management believes the confidence of wholesalers, retailers, jobbers, distributors and dealers in 3M and its products—a confidence developed through long association with skilled marketing and sales representatives—has contributed significantly to 3M's position in the marketplace and to its growth.

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Research and Patents

Research and product development constitutes an important part of 3M's activities and has been a major driver of 3M's sales growth. Research, development and related expenses totaled \$1.570 billion in 2011, \$1.434 billion in 2010 and \$1.293 billion in 2009. Research and development, covering basic scientific research and the application of scientific advances in the development of new and improved products and their uses, totaled \$1.036 billion in 2011, \$919 million in 2010 and \$838 million in 2009. Related expenses primarily include technical support provided by 3M to customers who are using existing 3M products; internally developed patent costs, which include costs and fees incurred to prepare, file, secure and maintain patents; and amortization of acquired patents.

The Company's products are sold around the world under various trademarks. The Company also owns, or holds licenses to use, numerous U.S. and foreign patents. The Company's research and development activities generate a steady stream of inventions that are covered by new patents. Patents applicable to specific products extend for varying periods according to the date of patent application filing or patent grant and the legal term of patents in the various countries where patent protection is obtained. The actual protection afforded by a patent, which can vary from country to country, depends upon the type of patent, the scope of its coverage and the availability of legal remedies in the country.

The Company believes that its patents provide an important competitive advantage in many of its businesses. In general, no single patent or group of related patents is in itself essential to the Company as a whole or to any of the Company's business segments. The importance of patents in the Display and Graphics segment is described in Performance by Business Segment - Display and Graphics Business in Part II, Item 7, of this Form 10-K.

Raw Materials

In 2011, the Company experienced cost increases in most raw materials and transportation fuel costs. This was driven by higher basic feedstock costs, including petroleum based materials, metals, minerals and woodpulp-based products. To date, the Company is receiving sufficient quantities of all raw materials to meet its reasonably foreseeable production requirements. It is impossible to predict future shortages of raw materials or the impact any such shortages would have. 3M has avoided disruption to its manufacturing operations through careful management of existing raw material inventories and development and qualification of additional supply sources. 3M manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts.

Environmental Law Compliance

3M's manufacturing operations are affected by national, state and local environmental laws around the world. 3M has made, and plans to continue making, necessary expenditures for compliance with applicable laws. 3M is also involved in remediation actions relating to environmental matters from past operations at certain sites. Refer to the Environmental Matters and Litigation section in Note 14, Commitments and Contingencies, for more detail.

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Environmental expenditures relating to existing conditions caused by past operations that do not contribute to current or future revenues are expensed. Reserves for liabilities related to anticipated remediation costs are recorded on an undiscounted basis when they are probable and reasonably estimable, generally no later than the completion of feasibility studies or the Company's commitment to a plan of action. Environmental expenditures for capital projects that contribute to current or future operations generally are capitalized and depreciated over their estimated useful lives.

In 2011, 3M invested about \$15 million in capital projects to protect the environment. This amount excludes expenditures for remediation actions relating to existing matters caused by past operations that do not contribute to current or future revenues, which are expensed. Capital expenditures for environmental purposes have included pollution control devices such as wastewater treatment plant improvements, scrubbers, containment structures, solvent recovery units and thermal oxidizers at new and existing facilities constructed or upgraded in the normal course of business. Consistent with the Company's policies stressing environmental responsibility, capital expenditures (other than for remediation projects) for known projects are presently expected to be about \$31 million over the next two years for new or expanded programs to build facilities or modify manufacturing processes to minimize waste and reduce emissions.

While the Company cannot predict with certainty the future costs of such cleanup activities, capital expenditures or operating costs for environmental compliance, the Company does not believe they will have a material effect on its capital expenditures, earnings or competitive position.

Table of Contents**Executive Officers**

Following is a list of the executive officers of 3M, and their age, present position, the year elected to their present position and other positions they have held during the past five years. No family relationships exist among any of the executive officers named, nor is there any undisclosed arrangement or understanding pursuant to which any person was selected as an officer. This information is presented in the table below as of the date of the 10-K filing (February 16, 2012). Effective February 24, 2012, Inge G. Thulin is elected President and Chief Executive Officer. Thulin succeeds George W. Buckley, Chairman, President and Chief Executive Officer, who will retire June 1, 2012. Thulin has also become a member of 3M's Board of Directors and Buckley remains Chairman of the Board until the Annual Meeting of Stockholders to be held on May 8, 2012, at which time the Board intends to elect Thulin to the position of Chairman upon his election as a director by stockholders at the Annual Meeting.

Name	Age	Present Position	Year Elected to Present Position	Other Positions Held During 2007-2011
George W. Buckley	64	Chairman of the Board, President and Chief Executive Officer	2005	
Julie L. Bushman	50	Executive Vice President, Safety Security and Protection Services Business	2011	Vice President and General Manager, Occupational Health and Environmental Safety Division, 2007-2011 Division Vice President, Occupational Health and Environmental Safety Division, 2006-2007
Joaquin Delgado	52	Executive Vice President, Electro and Communications Business	2009	Vice President and General Manager, Electronics Markets Materials Division, 2007-2009 Vice President, Research and Development and New Business Ventures, Consumer and Office Business, 2005-2007
Ian F. Hardgrove	61	Senior Vice President, Marketing, Sales and Communications	2011	Senior Vice President, Marketing and Sales, 2011 Vice President and General Manager, Automotive Aftermarket Division, 2007-2011 General Manager, Automotive Aftermarket Division, 2007
Christopher D. Holmes	52	Executive Vice President, Industrial and Transportation Business	2011	Vice President and General Manager, Abrasives Systems Division, 2007-2011 Division Vice President, Abrasive Systems Division, 2007 General Manager, Abrasives Systems Division, 2006-2007
Michael A. Kelly	55	Executive Vice President, Display and Graphics Business	2006	

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Roger H.D. Lacey	61	Senior Vice President, Strategy and Corporate Development	2010	Vice President, Corporate Strategy and Marketing Development, 2007-2009 Staff Vice President, Corporate Strategy and Marketing Development, 2006-2007
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Name	Age	Present Position	Year Elected to Present Position	Other Positions Held During 2007-2011
Angela S. Lalor	46	Senior Vice President, Human Resources	2006	
David W. Meline	54	Senior Vice President and Chief Financial Officer	2011	Vice President, Corporate Controller and Chief Accounting Officer, 2008-2011 Chief Financial Officer, North America, General Motors Corp., 2007-2008 Chief Financial Officer, Europe, General Motors Corp., 2004-2007
Frederick J. Palensky	62	Executive Vice President, Research and Development and Chief Technology Officer	2006	
Brad T. Sauer	52	Executive Vice President, Health Care Business	2004	
Hak Cheol Shin	54	Executive Vice President, International Operations	2011	Executive Vice President, Industrial and Transportation Business, 2006-2011
Marschall I. Smith	67	Senior Vice President, Legal Affairs and General Counsel	2007	Vice President and General Counsel Brunswick Corporation, 2001-2007
Inge G. Thulin	58	Executive Vice President and Chief Operating Officer	2011	Executive Vice President, International Operations, 2004-2011
Michael G. Vale	45	Executive Vice President, Consumer and Office Business	2011	Managing Director, 3M Brazil, 2009-2011 Vice President and General Manager, Aearo Technologies Inc., 2008-2009 Managing Director, 3M Spain, 2005-2007
John K. Woodworth	60	Senior Vice President, Corporate Supply Chain Operations	2006	

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Cautionary Note Concerning Factors That May Affect Future Results

This Annual Report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may also make forward-looking statements in other reports filed with the Securities and Exchange Commission, in materials delivered to shareholders and in press releases. In addition, the Company's representatives may from time to time make oral forward-looking statements.

Forward-looking statements relate to future events and typically address the Company's expected future business and financial performance. Words such as plan, expect, aim, believe, project, target, anticipate, intend, estimate, will, should, could and other words having similar meaning, typically identify such forward-looking statements. In particular, these include, among others, statements relating to the Company's

- strategy for growth, future revenues, earnings, cash flow, uses of cash and other measures of financial performance, and market position,
- worldwide economic and capital markets conditions, such as interest rates, foreign currency exchange rates, financial conditions of our suppliers and customers, and natural and other disasters affecting the operations of the Company or our suppliers and customers,
- new business opportunities, product development, and future performance or results of current or anticipated products,
- the scope, nature or impact of acquisition, strategic alliance and divestiture activities,
- the outcome of contingencies, such as legal and regulatory proceedings,
- future levels of indebtedness, common stock repurchases and capital spending,
- future availability of and access to credit markets,
- pension and postretirement obligation assumptions and future contributions, asset impairments, tax liabilities, information technology security, and
- the effects of changes in tax, environmental and other laws and regulations in the United States and other countries in which we operate.

The Company assumes no obligation to update or revise any forward-looking statements.

Forward-looking statements are based on certain assumptions and expectations of future events and trends that are subject to risks and uncertainties. Actual future results and trends may differ materially from historical results or those reflected in any such forward-looking statements depending on a variety of factors. Important information as to these factors can be found in this document, including, among others, Management's Discussion and Analysis of Financial Condition and Results of Operations under the headings of Overview, Critical Accounting Estimates and Financial Condition and Liquidity. Discussion of these factors is incorporated by reference from Part I, Item 1A, Risk Factors, of this document, and should be considered an integral part of Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations. For additional information concerning factors that may cause actual results to vary materially from those stated in the

forward-looking statements, see our reports on Form 10-K, 10-Q and 8-K filed with the SEC from time to time.

Item 1A. Risk Factors

Provided below is a cautionary discussion of what we believe to be the most important risk factors applicable to the Company. Discussion of these factors is incorporated by reference into and considered an integral part of Part II, Item 7, Management's Discussion and Analysis of Financial Conditions and Results of Operations.

** Results are impacted by the effects of, and changes in, worldwide economic and capital markets conditions.* The Company operates in more than 65 countries and derives approximately two-thirds of its revenues from outside the United States. The Company's business is subject to global competition and may be adversely affected by factors in the United States and other countries that are beyond its control, such as disruptions in financial markets, economic downturns in the form of either contained or widespread recessionary conditions, elevated unemployment levels, sluggish or uneven recovery, in specific countries or regions, or in the various industries in which the Company operates; social, political or labor conditions in specific countries or regions; natural and other disasters affecting the operations of the Company or its customers and suppliers; or adverse changes in the availability and cost of capital, interest rates, tax rates, or regulations in the jurisdictions in which the Company operates.

** The Company's credit ratings are important to 3M's cost of capital.* The major rating agencies routinely evaluate the Company's credit profile and assign debt ratings to 3M. The Company currently has an AA- credit rating, with a stable outlook, from Standard & Poor's and an Aa2 credit rating, with a stable outlook, from Moody's Investors Service. This evaluation is based on a number of factors, which include financial strength, business and financial risk,

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as well as transparency with rating agencies and timeliness of financial reporting. The Company's current ratings have served to lower 3M's borrowing costs and facilitate access to a variety of lenders. Failure to maintain the current ratings level would adversely affect the Company's cost of funds and could adversely affect liquidity and access to capital markets.

** The Company's results are affected by competitive conditions and customer preferences.* Demand for the Company's products, which impacts revenue and profit margins, is affected by (i) the development and timing of the introduction of competitive products; (ii) the Company's response to downward pricing to stay competitive; (iii) changes in customer order patterns, such as changes in the levels of inventory maintained by customers and the timing of customer purchases which may be affected by announced price changes, changes in the Company's incentive programs, or the customer's ability to achieve incentive goals; and (iv) changes in customers' preferences for our products, including the success of products offered by our competitors, and changes in customer designs for their products that can affect the demand for some of the Company's products.

** Foreign currency exchange rates and fluctuations in those rates may affect the Company's ability to realize projected growth rates in its sales and earnings.* Because the Company's financial statements are denominated in U.S. dollars and approximately two-thirds of the Company's revenues are derived from outside the United States, the Company's results of operations and its ability to realize projected growth rates in sales and earnings could be adversely affected if the U.S. dollar strengthens significantly against foreign currencies.

** The Company's growth objectives are largely dependent on the timing and market acceptance of its new product offerings, including its ability to continually renew its pipeline of new products and to bring those products to market.* This ability may be adversely affected by difficulties or delays in product development, such as the inability to identify viable new products, obtain adequate intellectual property protection, or gain market acceptance of new products. There are no guarantees that new products will prove to be commercially successful.

** The Company's future results are subject to fluctuations in the costs and availability of purchased components, compounds, raw materials and energy, including oil and natural gas and their derivatives, due to shortages, increased demand, supply interruptions, currency exchange risks, natural disasters and other factors.* The Company depends on various components, compounds, raw materials, and energy (including oil and natural gas and their derivatives) supplied by others for the manufacturing of its products. It is possible that any of its supplier relationships could be interrupted due to natural and other disasters and other events, or be terminated in the future. Any sustained interruption in the Company's receipt of adequate supplies could have a material adverse effect on the Company. In addition, while the Company has a process to minimize volatility in component and material pricing, no assurance can be given that the Company will be able to successfully manage price fluctuations or that future price fluctuations or shortages will not have a material adverse effect on the Company.

** Acquisitions, strategic alliances, divestitures, and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring could affect future results.* The Company monitors its business portfolio and organizational structure and has made and may continue to make acquisitions, strategic alliances, divestitures and changes to its organizational structure. With respect to acquisitions, future results will be affected by the Company's ability to integrate acquired businesses quickly and obtain the anticipated synergies.

** The Company's future results may be affected if the Company generates fewer productivity improvements than estimated.* The Company utilizes various tools, such as Lean Six Sigma, to improve operational efficiency and productivity. There can be no assurance that all of the projected productivity improvements will be realized.

** Security breaches and other disruptions to the Company's information technology infrastructure could interfere with the Company's operations, compromise information belonging to the Company and its customers and suppliers, and expose the Company to liability which could adversely impact the Company's business and reputation.* In the ordinary course of business, the Company relies on information technology networks and systems, some of which are managed by third parties, to process, transmit and store electronic information, and to manage or support a variety of business processes and activities. Additionally, the Company collects and stores sensitive data, including proprietary business information. Despite security measures and business continuity plans, the Company's information technology networks and infrastructure may be vulnerable to damage, disruptions or shutdowns due to attack by hackers or breaches, employee error or malfeasance, power outages, computer viruses, telecommunication or utility failures, systems failures, natural disasters or other catastrophic events. Any such events could result in legal claims or proceedings, liability or penalties under privacy laws, disruption in operations, and damage to the Company's reputation, which could adversely affect the Company's business.

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** The Company's future results may be affected by various legal and regulatory proceedings and legal compliance risks, including those involving product liability, antitrust, environmental, the U.S. Foreign Corrupt Practices Act and other anti-bribery, anti-corruption, or other matters. The outcome of these legal proceedings may differ from the Company's expectations because the outcomes of litigation, including regulatory matters, are often difficult to reliably predict. Various factors or developments can lead the Company to change current estimates of liabilities and related insurance receivables where applicable, or make such estimates for matters previously not susceptible of reasonable estimates, such as a significant judicial ruling or judgment, a significant settlement, significant regulatory developments or changes in applicable law. A future adverse ruling, settlement or unfavorable development could result in future charges that could have a material adverse effect on the Company's results of operations or cash flows in any particular period. For a more detailed discussion of the legal proceedings involving the Company and the associated accounting estimates, see the discussion in Note 14 "Commitments and Contingencies" within the Notes to Consolidated Financial Statements.*

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

3M's general offices, corporate research laboratories, and certain division laboratories are located in St. Paul, Minnesota. The Company operates 81 manufacturing facilities in 28 states. The Company operates 133 manufacturing and converting facilities in 40 countries outside the United States.

3M owns the majority of its physical properties. 3M's physical facilities are highly suitable for the purposes for which they were designed. Because 3M is a global enterprise characterized by substantial intersegment cooperation, properties are often used by multiple business segments.

Item 3. Legal Proceedings.

Discussion of legal matters is incorporated by reference from Part II, Item 8, Note 14, "Commitments and Contingencies," of this document, and should be considered an integral part of Part I, Item 3, "Legal Proceedings."

Item 4. Mine Safety Disclosures.

Pursuant to Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act"), the Company is required to disclose, in connection with the mines it operates, information concerning mine safety violations or other regulatory matters in its periodic reports filed with

the SEC. For the year 2011, the information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Act is included in Exhibit 95 to this annual report.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Equity compensation plans information is incorporated by reference from Part III, Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, of this document, and should be considered an integral part of Item 5. At January 31, 2012, there were 100,597 shareholders of record. 3M's stock is listed on the New York Stock Exchange, Inc. (NYSE), the Chicago Stock Exchange, Inc., and the SWX Swiss Exchange. Cash dividends declared and paid totaled \$.55 per share for each quarter of 2011, and \$.525 per share for each quarter of 2010. Stock price comparisons follow:

Stock price comparisons (NYSE composite transactions)

(Per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Year
2011 High	\$ 94.16	\$ 97.95	\$ 98.19	\$ 83.10	\$ 98.19
2011 Low	85.63	90.19	71.71	68.63	68.63
2010 High	\$ 85.17	\$ 90.52	\$ 88.38	\$ 91.49	\$ 91.49
2010 Low	77.25	67.98	77.04	83.00	67.98

Table of Contents**Issuer Purchases of Equity Securities**

Repurchases of 3M common stock are made to support the Company's stock-based employee compensation plans and for other corporate purposes. In February 2007, 3M's Board of Directors authorized a two-year share repurchase of up to \$7.0 billion for the period from February 12, 2007 to February 28, 2009. In February 2009, 3M's Board of Directors extended this share repurchase authorization with no pre-established end date. In February 2011, 3M's Board of Directors replaced the Company's existing repurchase program with a new repurchase program. This new program authorizes the repurchase of up to \$7.0 billion of 3M's outstanding common stock, with no pre-established end date.

Issuer Purchases of Equity Securities

(registered pursuant to Section 12 of the Exchange Act)

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Maximum Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs (Millions)
January 1-31, 2011	1,555,879	\$ 87.76	1,514,800	\$ 1,610
February 1-28, 2011	3,361,267	\$ 90.59	3,189,700	\$ 6,778
March 1-31, 2011	2,573,955	\$ 91.12	2,467,479	\$ 6,553
Total January 1-March 31, 2011	7,491,101	\$ 90.19	7,171,979	\$ 6,553
April 1-30, 2011	1,774,734	\$ 94.12	1,670,000	\$ 6,396
May 1-31, 2011	3,139,104	\$ 94.18	2,806,000	\$ 6,132
June 1-30, 2011	2,262,596	\$ 90.88	2,107,282	\$ 5,939
Total April 1-June 30, 2011	7,176,434	\$ 93.13	6,583,282	\$ 5,939
July 1-31, 2011	1,423,612	\$ 90.77	1,415,600	\$ 5,811
August 1-31, 2011	6,947,384	\$ 80.94	6,947,255	\$ 5,248
September 1-30, 2011	1,853,400	\$ 78.60	1,852,612	\$ 5,103
Total July 1-September 30, 2011	10,224,396	\$ 81.89	10,215,467	\$ 5,103
October 1-31, 2011	595,769	\$ 80.49	590,000	\$ 5,055
November 1-30, 2011	3,673,129	\$ 79.04	3,689,330	\$ 4,763
December 1-31, 2011	2,170,640	\$ 80.42	2,163,584	\$ 4,589
Total October 1-December 31, 2011	6,439,538	\$ 79.64	6,442,914	\$ 4,589
Total January 1-December 31, 2011	31,331,469	\$ 85.98	30,413,642	\$ 4,589

(1) The total number of shares purchased includes: (i) shares purchased under the Board's authorizations described above, and (ii) shares purchased in connection with the exercise of stock options.

(2) The total number of shares purchased as part of publicly announced plans or programs includes shares purchased under the Board's authorizations described above.

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(Dollars in millions, except per share amounts)	2011	2010	2009	2008	2007
Years ended December 31:					
Net sales	\$ 29,611	\$ 26,662	\$ 23,123	\$ 25,269	\$ 24,462
Net income attributable to 3M	4,283	4,085	3,193	3,460	4,096
Per share of 3M common stock:					
Net income attributable to 3M basic	6.05	5.72	4.56	4.95	5.70
Net income attributable to 3M diluted	5.96	5.63	4.52	4.89	5.60
Cash dividends declared and paid per 3M common share	2.20	2.10	2.04	2.00	1.92
At December 31:					
Total assets	\$ 31,616	\$ 30,156	\$ 27,250	\$ 25,793	\$ 24,699
Long-term debt (excluding portion due within one year) and long-term capital lease obligations	4,563	4,277	5,204	5,224	4,088

Items included in the preceding table which had a significant impact on results are summarized as follows. 2010 included a one-time, non-cash income tax charge of \$84 million, or 12 cents per diluted share, resulting from the March 2010 enactment of the Patient Protection and Affordable Care Act, including modifications made in the Health Care and Education Reconciliation Act of 2010. 2009 results included net losses that decreased operating income by \$194 million and net income attributable to 3M by \$119 million. 2009 included restructuring actions (\$209 million pre-tax, \$128 million after tax and noncontrolling interest), which were partially offset by a gain on sale of real estate (\$15 million pre-tax, \$9 million after tax). 2008 results included net losses that decreased operating income by \$269 million and net income attributable to 3M by \$194 million. 2008 included restructuring actions (\$229 million pre-tax, \$147 million after-tax and noncontrolling interest), exit activities (\$58 million pre-tax, \$43 million after-tax) and losses related to the sale of businesses (\$23 million pre-tax, \$32 million after-tax), which were partially offset by a gain on sale of real estate (\$41 million pre-tax, \$28 million after-tax). 2007 results included net gains that increased operating income by \$681 million and net income attributable to 3M by \$448 million. 2007 included gains related to the sale of businesses (\$849 million pre-tax, \$550 million after-tax) and a gain on sale of real estate (\$52 million pre-tax, \$37 million after-tax), which were partially offset by increases in environmental liabilities (\$134 million pre-tax, \$83 million after-tax), restructuring actions (\$41 million pre-tax, \$27 million after-tax), and exit activities (\$45 million pre-tax, \$29 million after-tax).

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide a reader of 3M's financial statements with a narrative from the perspective of management. 3M's MD&A is presented in eight sections:

- Overview
- Results of Operations
- Performance by Business Segment
- Performance by Geographic Area
- Critical Accounting Estimates
- New Accounting Pronouncements
- Financial Condition and Liquidity
- Financial Instruments

OVERVIEW

3M is a diversified global manufacturer, technology innovator and marketer of a wide variety of products. As discussed in Note 17 to the Consolidated Financial Statements, effective in the first quarter of 2011, 3M made certain product moves between its business segments in its continuing effort to drive growth by aligning businesses around markets and customers. The financial information presented herein reflects the impact of these changes for all periods presented. 3M manages its operations in six operating business segments: Industrial and Transportation; Health Care; Consumer and Office; Safety, Security and Protection Services; Display and Graphics; and Electro and Communications.

Fourth-quarter 2011 sales totaled \$7.1 billion, an increase of 5.7 percent from the fourth quarter of 2010. Net income attributable to 3M was \$954 million, or \$1.35 per diluted share in the fourth quarter of 2011, compared to \$928 million, or \$1.28 per diluted share, in the fourth quarter of 2010. 3M's sales growth was led by its industrial-oriented businesses, along with steady growth in consumer and health care. The business environment remained challenging, impacted by deteriorating demand in Western Europe and slower consumer electronics activity. While sales grew across much of the portfolio, sales of optical films for LCD TVs remained weak and momentum also slowed in other parts of electronics. Four of the Company's six business segments showed growth in sales, led by Industrial and Transportation at 14.3 percent, Safety, Security and Protection Services at 9.4 percent, Consumer and Office at 6.1 percent, and Health Care at 5.4 percent. A slowdown in electronics-related businesses negatively impacted both the Electro and Communications and Display and Graphics business segments. Electro and Communications sales decreased 2.7 percent and Display and Graphics sales declined 8.8 percent. Sales declined 17 percent in optical systems, which is part of Display and Graphics, impacted by end-market weakness and lower attachment rates in LCD TVs.

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Fourth-quarter 2011 sales increased in every major geographic region, with Latin America/Canada up 9.7 percent, the U.S. up 7.4 percent, Europe/Middle East/Africa up 4.4 percent, and Asia Pacific up 2.8 percent. Excluding optical systems, Asia Pacific sales increased 7.6 percent. Of the 5.7 percent worldwide sales growth, 3.3 points was from the combined impact of higher organic volume of 1.3 points and selling price growth of 2.0 points, 2.3 points was from acquisitions, and 0.1 points was from favorable currency effects. Organic volume growth of 1.3 percent reflected slower growth in Asia Pacific, partially due to weakness across the electronics market and slower growth in China, in addition to weakness in Western Europe.

During 2011, 3M was impacted by the first-quarter earthquake and tsunami in Japan and by the fourth-quarter flooding in Thailand. Automobile and electronic manufacturers were most impacted; thus, 3M's automotive OEM and electronics-related businesses were most affected. 3M estimates that combined direct and indirect business disruption resulting from the 2011 Japan natural disaster, net of the benefit from sales of 3M products used in the reconstruction efforts and initial insurance recoveries, plus the impact of Thailand flooding, reduced 2011 sales growth by an estimated 0.8 percentage points and earnings by approximately 6 cents per diluted share, with most of this impact in the first half of 2011. In the fourth quarter of 2011, the flooding in Thailand reduced sales growth by an estimated \$35 million and operating income by \$20 million, with this operating income effect offset by \$23 million in insurance recoveries related to the earthquake and tsunami in Japan. Japan represented approximately 9 percent of total 3M sales for total year 2011. As conditions improve, 3M has been working to capture additional sales for its businesses, such as products used in clean-up (construction and home improvement products), safety-related products (respirator masks and personal protective equipment), energy savings/refurbishment products (window films) and products that help in the rebuilding effort (traffic safety, telecommunication/utility and commercial construction). Related to these natural disasters, based on 3M's current assessment, no material asset or investment impairments have been recorded. In addition, 3M is not aware of any significant issues related to these natural

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disasters concerning inventory, customer receivables, lease terminations, environmental exposures, guarantees, indemnifications, debt covenant compliance, or significant tax issues. 3M does have certain insurance coverage which limits its exposure and resulted in some initial recovery in the fourth quarter of 2011 (as discussed above).

Sales in 2011 increased 11.1 percent to \$29.6 billion, led by Industrial and Transportation, Safety, Security and Protection Services, and Health Care. All major geographic regions showed improvement, led by Latin America/Canada. The increase in global sales reflected improved market penetration and new product flow along with significant growth in important end-markets such as general industrial and personal safety. Net income attributable to 3M was \$4.283 billion, or \$5.96 per diluted share in 2011, compared to \$4.085 billion, or \$5.63 per diluted share, in 2010 (including the first-quarter 2010 special item discussed below).

Fourth-quarter 2010 sales grew nearly 10 percent to \$6.7 billion, despite negative comparisons from H1N1 and moderating sales growth in optical films for LCD TVs. Sales growth was broad-based, with organic sales volumes expanding in all businesses, led by an 18.7 percent increase in Electro and Communications and a 14.7 percent increase in Display and Graphics. Geographically, organic sales volume was strongest in Asia Pacific at 18.1 percent and Latin America at 12.2 percent. Net income attributable to 3M in the fourth quarter of 2010 was \$928 million, or \$1.28 per diluted shares, compared to \$935 million, or \$1.30 per diluted share, in the fourth quarter of 2009. Fourth-quarter income was penalized by year-on-year H1N1-related comparisons, increases in raw material costs, and investments to accelerate future growth. 3M invested in research and development, sales and marketing (including advertising and merchandising investments), and also incurred acquisition-related costs in the fourth quarter. 3M made several large fourth-quarter 2010 acquisitions, including Arizant Inc., Attenti Holdings S.A. and Cogent Inc.

For total year 2010, the Company posted 2010 sales of \$26.7 billion, up 15.3 percent. During the year, 3M invested significantly to improve long-term growth. For example, research, development and related expenses of \$1.4 billion helped to drive innovation and new product sales. 3M also accelerated sales and marketing investments in high-growth markets to help secure future growth. All businesses posted positive organic volume growth, led by Display and Graphics at 26.5 percent, Electro and Communications at 26.0 percent, and Industrial and Transportation at 16.6 percent. Including special items (discussed below), net income attributable to 3M in 2010 was \$4.085 billion, or \$5.63 per diluted share, compared to \$3.193 billion or \$4.52 per diluted share, in 2009.

In 2010, 3M recorded a one-time, non-cash income tax charge of \$84 million, or 12 cents per diluted share, resulting from the March 2010 enactment of the Patient Protection and Affordable Care Act, including modifications made in the Health Care and Education Reconciliation Act of 2010. Refer to the special items discussion at the end of this overview section for more detail.

3M has been aggressively restructuring the company since early 2008 and continued this effort through the third quarter of 2009, with these restructuring actions and exit activities resulting in an aggregate reduction of approximately 6,400 positions. The related net restructuring charges and other special items reduced net income attributable to 3M for year 2009 by \$119 million, or \$0.17 per diluted share. Refer to the special items discussion at the end of this overview section for more detail. These restructuring actions and exit activities resulted in savings of almost \$400 million in 2009 and additional incremental savings of more than \$150 million in 2010, with the majority of 2010's benefit in the first half of the year. In addition, 3M amended its policy regarding banked vacation in 2009, which added more than \$100 million to operating income in 2009, with a benefit of approximately \$80 million in 2010.

The following table contains sales and operating income results by business segment for the years ended December 31, 2011 and 2010. In addition to the discussion below, refer to the section entitled Performance by Business Segment and Performance by Geographic Area later in MD&A for a more detailed discussion of the sales and income results of the Company and its respective business segments (including Corporate

and Unallocated). Refer to Note 17 for additional information on business segments, including Elimination of Dual Credit.

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(Dollars in millions)	Net Sales	2011 % of Total	Oper. Income	Net Sales	2010 % of Total	Oper. Income	2011 vs. 2010 % change	
							Net Sales	Oper. Income
Business Segments								
Industrial and Transportation	\$ 10,073	34.0%	\$ 2,057	\$ 8,429	31.6%	\$ 1,754	19.5%	17.3%
Health Care	5,031	17.0%	1,489	4,513	16.9%	1,362	11.5%	9.3%
Consumer and Office	4,153	14.0%	840	3,853	14.5%	840	7.8%	%
Safety, Security and Protection Services	3,821	12.9%	814	3,316	12.4%	709	15.2%	14.9%
Display and Graphics	3,674	12.4%	788	3,884	14.6%	946	(5.4)%	(16.6)%
Electro and Communications	3,306	11.2%	712	3,043	11.4%	670	8.6%	6.2%
Corporate and Unallocated	11	0.0%	(421)	10	0.0%	(278)		
Elimination of Dual Credit	(458)	(1.5)%	(101)	(386)	(1.4)%	(85)		
Total Company	\$ 29,611	100.0%	\$ 6,178	\$ 26,662	100.0%	\$ 5,918	11.1%	4.4%

Sales in 2011 increased 11.1 percent, led by Industrial and Transportation at 19.5 percent, Safety, Security and Protection Services at 15.2 percent, and Health Care at 11.5 percent. Electro and Communications sales increased 8.6 percent and Consumer and Office sales increased 7.8 percent. Sales declined 5.4 percent in Display and Graphics, due to fewer orders for optical films. Total company local-currency sales growth (which includes volume, selling price and acquisition impacts, but excludes divestiture and translation impacts) was 8.0 percent and foreign currency impacts added 3.1 percent. 3M's business segments all posted operating income margins in excess of 20 percent in 2011 and 2010. Worldwide operating income margins for 2011 were 20.9 percent, compared to 22.2 percent for 2010.

In 2010, sales increased 15.3 percent, led by Electro and Communications at 27.5 percent, Display and Graphics at 24.0 percent, Industrial and Transportation at 18.4 percent, and Consumer and Office at 11.0 percent. Sales growth in these business segments was led by consumer electronics, automotive OEM, renewable energy, and broad-based consumer and office growth, as well as sales growth in those businesses that serve the broad industrial manufacturing sector. Local-currency sales (which includes volume, selling price and acquisition impacts, but excludes divestiture and translation impacts) increased 14.4 percent. Foreign currency effects added 1.0 percent to sales, while divestiture impacts reduced sales by 0.1 percent. Operating income margins for 2010 were 22.2 percent, compared to 20.8 percent in 2009.

3M generated approximately \$5.3 billion of operating cash flows in 2011, an increase of \$110 million when compared to 2010. This followed an increase of \$233 million when comparing 2010 to 2009. Refer to the section entitled "Financial Condition and Liquidity" later in MD&A for a discussion of items impacting cash flows. In February 2011, 3M's Board of Directors authorized the repurchase of up to \$7.0 billion of 3M's outstanding common stock, which replaced the Company's previous repurchase program. The current authorization has no pre-established end date. In 2011, the Company purchased \$2.701 billion of treasury stock, of which a portion was under the previous authorization, compared to \$854 million of treasury stock repurchases in 2010. In 2009, the Company placed added emphasis on maintaining ample liquidity and enhancing balance sheet strength. As a result, share repurchase activity was minimal and no broker repurchases of stock were made. As of December 31, 2011, approximately \$4.6 billion of 3M common stock remained available for repurchase under the current authorization. In February 2012, 3M's Board of Directors authorized a dividend increase of 7.3 percent for 2012, marking the 54th consecutive year of dividend increases for 3M. 3M's debt to total capital ratio (total capital defined as debt plus equity) was 25 percent at both December 31, 2011 and December 31, 2010, compared to 30 percent at December 31, 2009. 3M has an AA- credit rating with a stable outlook from Standard & Poor's and an Aa2 credit rating with a stable outlook from Moody's Investors Service. The Company has significant cash on hand and sufficient additional access to capital markets to meet its funding needs.

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In 2011, the Company experienced cost increases in most raw materials and transportation fuel costs. This was driven by higher basic feedstock costs, including petroleum based materials, metals, minerals and woodpulp-based products. To date the Company is receiving sufficient quantities of all raw materials to meet its reasonably foreseeable production requirements. It is impossible to predict future shortages of raw materials or the impact any such shortages would have. 3M has avoided disruption to its manufacturing operations through careful management of existing raw material inventories and development and qualification of additional supply sources. 3M manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts.

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On a worldwide basis, 3M's pension and postretirement plans were 82 percent funded at year-end 2011. The U.S. qualified plans, which are approximately 71 percent of the worldwide pension obligation, were 86 percent funded, the international pension plans were 87 percent funded, and the U.S. non-qualified pension plan is not funded. Asset returns in 2011 for the U.S. qualified plan were 8.7%. The year-end 2011 discount rate was 4.15%, down 1.08 percentage points from the 2010 discount rate of 5.23%. The decrease in discount rates, both U.S. and internationally, resulted in a significantly higher valuation of the projected benefit obligation, which reduced the plans' funded status. The changes in 3M's defined-benefit pension and postretirement plans' funded status significantly impacted several balance sheet lines. These changes increased long-term liabilities by approximately \$2.4 billion and decreased stockholders' equity by approximately \$1.6 billion, with the other major impact primarily related to increased deferred taxes within other assets. Other pension and postretirement changes during the year, such as contributions and amortization, also impacted these balance sheet captions.

3M expects to contribute approximately \$800 million to \$1 billion of cash to its global pension and postretirement plans in 2012, with approximately \$300 million in each of the first and second quarters. The Company does not have a required minimum cash pension contribution obligation for its U.S. plans in 2012. 3M expects pension and postretirement benefit expense in 2012 to increase by approximately \$89 million pre-tax, or approximately 9 cents per diluted share, when compared to 2011. This 9 cents per diluted share increase includes the costs associated with a voluntary incentive program (discussed in next paragraph). Refer to Critical Accounting Estimates within MD&A and Note 11 (Pension and Postretirement Benefit Plans) for additional information concerning 3M's pension and post-retirement plans.

3M expects to incur early retirement/restructuring costs of approximately 4 cents per diluted share in the first quarter of 2012. Of this amount, approximately 3 cents per diluted share relates to special termination benefits for the voluntary retirement incentive program in the United States (discussed in Note 11). The remainder relates to selective restructuring in a few developed countries. These actions, in aggregate, are expected to be neutral to full-year 2012 earnings, with the costs incurred in the first quarter of 2012, and the associated benefits realized over the remainder of 2012.

There are a few major items that will negatively impact earnings in 2012. As discussed further above, 3M expects that pension and postretirement expense will decrease 2012 earnings, when compared to 2011, by approximately 9 cents per diluted share. 3M's early assessment of the income tax rate indicates an expected 2012 effective tax rate of approximately 29.5 percent compared to 27.8 percent for 2011. In addition, currency effects are expected to have a negative impact on earnings. 3M currently expects that sales growth and related incremental income, in addition to expected productivity improvements, selling price increases in excess of raw material inflation, and other benefits, should more than offset the items that will negatively impact earnings.

Forward-looking statements in Item 7 may involve risks and uncertainties that could cause results to differ materially from those projected (refer to the section entitled Cautionary Note Concerning Factors That May Affect Future Results in Item 1 and the risk factors provided in Item 1A for discussion of these risks and uncertainties).

Special Items:

Special items represent significant charges or credits that are important to understanding changes in the Company's underlying operations.

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In 2010, 3M recorded a one-time, non-cash income tax charge of \$84 million, or 12 cents per diluted share, resulting from the March 2010 enactment of the Patient Protection and Affordable Care Act, including modifications made in the Health Care and Education Reconciliation Act of 2010 (collectively, the Act). The charge is due to a reduction in the value of the company's deferred tax asset as a result of the Act's change to the tax treatment of Medicare Part D reimbursements. This item is discussed in more detail in Note 8 (Income Taxes).

In 2009, net losses for restructuring and other actions decreased operating income by \$194 million and net income attributable to 3M by \$119 million, or \$0.17 per diluted share. 2009 included restructuring actions (\$209 million pre-tax, \$128 million after tax and noncontrolling interest), which were partially offset by a gain on sale of real estate (\$15 million pre-tax, \$9 million after tax). The gain on sale of real estate relates to the June 2009 sale of a New Jersey roofing granule facility, which is recorded in cost of sales within the Safety, Security and Protection Services business segment. Restructuring is discussed in more detail in Note 4 (Restructuring Actions).

Table of Contents**RESULTS OF OPERATIONS***Net Sales:*

	2011		2010	
	U.S.	Intl.	U.S.	Intl.
Net sales (millions)	\$ 10,028	\$ 19,583	\$ 9,210	\$ 17,452
% of worldwide sales	33.9%	66.1%	34.5%	65.5%
Components of net sales change:				
Volume organic	4.0%	3.5%	7.0%	17.6%
Volume acquisitions	3.0	3.5	1.1	0.8
Price	1.9	0.5	0.1	(0.4)
Local-currency sales (including acquisitions)	8.9	7.5	8.2	18.0
Divestitures				(0.1)
Translation		4.7	3.1	1.5
Total sales change	8.9%	12.2%	8.2%	19.4%

In 2011, local-currency sales increased 8.0 percent. All major geographic areas showed local-currency sales increases, led by Latin America/Canada and the United States. Worldwide local-currency sales growth was led by Industrial and Transportation at 15.9 percent, Safety, Security and Protection Services at 11.8 percent, and Health Care at 8.4 percent. Acquisitions added 3.3 percent to worldwide growth and currency impacts benefited 2011 worldwide sales growth by 3.1 percent. Worldwide selling prices rose 1.0 percent in 2011, despite selling price declines in 3M's optical systems business, where prices typically decline each year, which is common for the electronics industry. Selling prices in 3M's non optical systems businesses increased by approximately 1.6 percent.

In 2010, local-currency sales increased 14.4 percent. All major geographic areas showed local-currency sales increases, led by Asia Pacific. Worldwide local-currency sales growth was led by Electro and Communications at 26.1 percent, Display and Graphics at 23 percent, Industrial and Transportation at 17.2 percent and Consumer and Office at 10 percent. Refer to the sections entitled "Performance by Business Segment" and "Performance by Geographic Area" later in MD&A for additional discussion of sales change.

Operating Expenses:

(Percent of net sales)	2011	2010	2009	2011 Versus 2010	2010 Versus 2009
Cost of sales	53.0%	51.9%	52.4%	1.1%	(0.5)%
Selling, general and administrative expenses	20.8	20.5	21.2	0.3	(0.7)
Research, development and related expenses	5.3	5.4	5.6	(0.1)	(0.2)
Operating income	20.9%	22.2%	20.8%	(1.3)%	1.4%

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As discussed in the preceding overview section, 2009 included restructuring charges, partially offset by a gain on sale of real estate, which combined decreased operating income by \$194 million, or 0.9 percent of net sales. There were no special items that impacted operating income in 2011 or 2010. The following tables summarize the 2009 special items by income statement caption.

(Millions)	2009 Restructuring and Other Summary				
	Restructuring actions		Gain on sale of real estate	Total	
Cost of sales	\$	110	\$	(15)	\$ 95
Selling, general and administrative expenses		91			91
Research, development and related expenses		8			8
Total operating income penalty (benefit)	\$	209	\$	(15)	\$ 194

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Pension and postretirement expense increased in both 2011 and 2010. The year-on-year increase for 2011 compared to 2010, and 2010 compared to 2009, was \$233 million and \$99 million, respectively. These increases negatively impacted cost of sales; selling, general and administrative expenses (SG&A); and research, development and related expenses (R&D).

Cost of Sales:

Cost of sales includes manufacturing, engineering and freight costs. Cost of sales, measured as a percent of net sales, was 53.0 percent in 2011, an increase of 1.1 percentage points from 2010 levels. On a dollar basis, selling price increases largely offset raw material inflation for total year 2011, as selling prices increased 1 percent year-on-year and gross raw material prices increased approximately 4 percent year-on-year. However, measured as a percent of sales, selling price/gross raw material impacts accounted for approximately 0.5 percentage points of the cost of sales increase. As discussed in the preceding paragraph, cost of sales as a percent of net sales was also negatively impacted by higher pension and postretirement costs. These impacts were partially offset by organic sales volume growth of 3.7 percent.

Cost of sales, measured as a percent of net sales, was 51.9 percent in 2010, a decrease of 0.5 percentage points from 2009. A number of positive factors impacted year-on-year results. These factors included 13.7 percent growth in organic sales volume, improved factory utilization levels, along with cost savings related to prior years restructuring actions. In addition, 2009 included a penalty of 0.5 percentage points (as a percent of net sales) related to special items. As discussed in Note 4 (Restructuring Actions), in 2009, 3M recorded \$209 million in restructuring charges, of which \$110 million was recorded in cost of sales. This was partially offset by a \$15 million gain on sale of a New Jersey roofing granule facility, which was also recorded in cost of sales. In addition, 3M decided to swap Venezuelan bolivars into U.S. dollars in 2009, given the economic conditions in Venezuela at that time, which also negatively impacted cost of sales in 2009. These year-on-year net benefits were partially offset by pricing impacts, as selling prices declined 0.2 percent year-on-year, and gross raw material prices increased approximately 2 percent year-on-year.

Selling, General and Administrative Expenses:

Selling, general and administrative (SG&A) expenses increased 13 percent in 2011 when compared to 2010, due to several factors. Approximately 5 percentage points of this growth in SG&A was due to increases from businesses acquired in the last twelve months, primarily related to SG&A spending for the Winterthur Technologie AG, Arizant Inc., Cogent Inc. and Attenti Holdings S.A. acquisitions. Another 3 percentage points of growth in 2011 SG&A was due to foreign exchange effects, which resulted in higher translated costs from 3M's non-U.S. subsidiaries. Finally, 2011 SG&A increased in part due to higher year-on-year pension and postretirement expense and continued investments to support future growth, such as sales representatives, advertising and promotional investments. SG&A expenses, measured as a percent of net sales, increased 0.3 percentage points in 2011 compared to 2010.

Selling, general and administrative (SG&A) expenses increased 12 percent in 2010 when compared to 2009. In 2010, sales and marketing expenses increased 14 percent, which included advertising and promotion investment increases of over 20 percent in 2010, which helped drive sales volumes. In addition, 3M increased both sales coverage and its marketing strength, particularly in faster-growing emerging economies. In 2010, general and administrative costs remained under control, as these costs increased at approximately half the rate of 2010 sales growth. SG&A expenses, measured as a percent of net sales, decreased 0.7 percentage points in 2010 compared to 2009. As indicated in Note 4, restructuring expenses of \$91 million were recorded in SG&A expenses in 2009. Measured as a percent of sales, these restructuring expenses increased 2009 SG&A expenses by 0.4 percentage points.

Research, Development and Related Expenses:

Research, development and related expenses (R&D) expense increased 9.5 percent in 2011 compared to 2010, and increased 11 percent in 2010 compared to 2009, as 3M continued to support its key growth initiatives. In 2011, R&D expense increased versus 2010 due to R&D related to businesses acquired in the last 12 months, foreign exchange effects, and higher pension and postretirement expense, in addition to 3M's continued investment in new products. R&D, measured as a percent of sales, was 5.3 percent in 2011, compared to 5.4 percent in 2010 and 5.6 percent in 2009.

Operating Income:

3M uses operating income as one of its primary business segment performance measurement tools. Operating income was 20.9 percent of sales in 2011, compared to 22.2 percent of sales in 2010, primarily due to higher cost of

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sales (as a percent of sales) in 2011 when compared to 2010. Operating income was 20.8 percent of sales in 2009. 2009 was negatively impacted by restructuring expenses, net of a gain on sale of real estate, which on a combined basis decreased operating income by 0.9 percentage points (\$194 million).

Interest Expense and Income:

(Millions)	2011		2010		2009	
Interest expense	\$	186	\$	201	\$	219
Interest income		(39)		(38)		(37)
Total	\$	147	\$	163	\$	182

Interest Expense: Interest expense decreased in both 2011 and 2010, driven by lower average U.S. debt balances and lower interest rates.

Interest Income: In 2011, interest income increased slightly, as higher international cash balances and better investment yields were largely offset by a lower U.S. cash balance. In 2010, interest income also increased slightly, with higher average cash and cash equivalent balances largely offset by lower interest rates.

Provision for Income Taxes:

(Percent of pre-tax income)	2011	2010	2009
Effective tax rate	27.8%	27.7%	30.0%

The effective tax rate for 2011 was 27.8 percent, compared to 27.7 percent in 2010, an increase of 0.1 percent. The year-on-year change in international income taxes increased the effective tax rate for 2011 when compared to 2010 by approximately 2.5 percent, which includes a partial offsetting benefit from the corporate reorganization of a wholly owned international subsidiary in 2011. This 2.5 percent net increase was due primarily to certain 2010 tax benefits, which did not repeat in 2011, related to net operating losses partially offset by a valuation allowance resulting from the 2010 corporate alignment transactions that allowed the Company to increase its ownership of a foreign subsidiary. These transactions are described in the section of Note 6 entitled "Purchase and Sale of Subsidiary Shares and Transfers of Ownership Interests Involving Non-Wholly Owned Subsidiaries". Other significant items impacting the year-on-year comparison include a one-time 2010 income tax charge of \$84 million, which benefited the 2011 tax rate when compared to 2010 by 1.5 percent, as this charge did not repeat in 2011. This 2010 charge was a result of the March 2010 enactment of the Patient Protection and Affordable Care Act, including modifications made in the Health Care and Education Reconciliation Act of 2010. The Company's effective tax rate also benefited during 2011 when compared to 2010 by approximately 0.7 percent from adjustments to its income tax reserves.

The effective tax rate for 2010 was 27.7 percent, compared to 30.0 percent in 2009, a decrease of 2.3 percent. This included an approximately 1.8 percent decrease related to the year-on-year change in international income taxes, due primarily to the corporate alignment transactions discussed above. Additionally, the Company's effective tax rate benefited in 2010 compared to 2009 by approximately 1.3 percent from adjustments to its income tax reserves, and by approximately 0.9 percent from additional Domestic Manufacturer's deductions. These benefits were partially offset by a 1.5 percent increase related to the one-time 2010 income tax charge of \$84 million.

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On December 17, 2010, the provision for the research and development credit was extended by the 2010 Tax Relief Act for expenditures incurred up to December 31, 2011. The expiration of this research and development credit will have a negative impact on the effective tax rate in 2012 and forward if this credit is not extended in future years.

The company currently expects that its effective tax rate for total year 2012 will be approximately 29.5 percent. The rate can vary from quarter to quarter due to discrete items, such as the settlement of income tax audits and changes in tax laws, as well as recurring factors, such as the geographic mix of income before taxes.

Refer to Note 8 for further discussion of income taxes.

Net Income Attributable to Noncontrolling Interest:

(Millions)	2011	2010	2009
Net Income Attributable to Noncontrolling Interest	\$ 74	\$ 78	\$ 51

Net income attributable to noncontrolling interest represents the elimination of the income or loss attributable to non-3M ownership interests in 3M consolidated entities. The changes in noncontrolling interest amounts are primarily

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related to Sumitomo 3M Limited (Japan), which is 3M's most significant consolidated entity with non-3M ownership interests. As of December 31, 2011, 3M's effective ownership in Sumitomo 3M Limited is 75 percent.

Currency Effects:

3M estimates that year-on-year currency effects, including hedging impacts, increased net income attributable to 3M by approximately \$154 million in 2011 and increased net income attributable to 3M by approximately \$15 million in 2010. This estimate includes the effect of translating profits from local currencies into U.S. dollars; the impact of currency fluctuations on the transfer of goods between 3M operations in the United States and abroad; and transaction gains and losses, including derivative instruments designed to reduce foreign currency exchange rate risks and the negative impact of swapping Venezuelan bolivars into U.S. dollars. 3M estimates that year-on-year derivative and other transaction gains and losses had an immaterial impact on net income attributable to 3M in 2011 and decreased net income attributable to 3M by approximately \$115 million in 2010.

PERFORMANCE BY BUSINESS SEGMENT

Disclosures relating to 3M's business segments are provided in Item 1, Business Segments. Financial information and other disclosures are provided in the Notes to the Consolidated Financial Statements. As discussed in Note 17 to the Consolidated Financial Statements, effective in the first quarter of 2011, 3M made certain product moves between its business segments in its continuing effort to drive growth by aligning businesses around markets and customers. Segment information presented herein reflects the impact of these changes for all periods presented. The reportable segments are Industrial and Transportation; Health Care; Consumer and Office; Safety, Security and Protection Services; Display and Graphics; and Electro and Communications. Information related to 3M's business segments is presented in the tables that follow. Local-currency sales change amounts are separated into organic local-currency sales (which include both organic volume impacts plus selling price impacts) and acquisition impacts. The divestiture impact, translation impact and total sales change are also provided for each segment.

In addition to these six operating business segments, 3M assigns certain costs to Corporate and Unallocated, which is presented separately in the preceding business segments table and in Note 17. Corporate and unallocated includes a variety of miscellaneous items, such as corporate investment gains and losses, certain derivative gains and losses, certain insurance-related gains and losses, certain litigation and environmental expenses, corporate restructuring charges and certain under- or over-absorbed costs (e.g. pension, stock-based compensation) that the Company may choose not to allocate directly to its business segments. Because this category includes a variety of miscellaneous items, it is subject to fluctuation on a quarterly and annual basis. The primary item driving higher 2011 expenses when compared to 2010 relates to pension and postretirement expense, as a portion of the 2011 increase in these expenses was not allocated directly to the six operating business segments. The primary items driving higher 2010 expenses when compared to 2009 relates to increased pension and postretirement expense, in addition to increased stock-based compensation expense.

As discussed in the preceding overview and results of operations section, the combination of restructuring actions and other special items significantly impacted 2009 results. There were no special items that impacted operating income in 2011 or 2010. The following table summarizes special items by business segment.

2009 Restructuring and Other Summary

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(Millions)	Restructuring actions		Gain on sale of real estate		Total
Industrial and Transportation	\$	89	\$		\$ 89
Health Care		20			20
Consumer and Office		13			13
Safety, Security and Protection Services		16	(15)		1
Display and Graphics		22			22
Electro and Communications		11			11
Corporate and Unallocated		38			38
Total operating income penalty (benefit)	\$	209	\$	(15)	\$ 194

The following discusses total year results for 2011 compared to 2010, and also discusses 2010 compared to 2009, for each business segment.

Table of Contents**Industrial and Transportation Business (34.0% of consolidated sales):**

	2011	2010	2009
Sales (millions)	\$ 10,073	\$ 8,429	\$ 7,120
Sales change analysis:			
Organic local-currency sales (volume and price)	10.0%	17.0%	(12.8)%
Acquisitions	5.9	0.2	2.6
Local-currency sales	15.9%	17.2%	(10.2)%
Translation	3.6	1.2	(2.7)
Total sales change	19.5%	18.4%	(12.9)%
Operating income (millions)	\$ 2,057	\$ 1,754	\$ 1,230
Percent change	17.3%	42.6%	(19.9)%
Percent of sales	20.4%	20.8%	17.3%

The Industrial and Transportation segment serves a broad range of markets, such as automotive original equipment manufacturer (OEM) and automotive aftermarket (auto body shops and retail), renewable energy, electronics, paper and packaging, food and beverage, and appliance. Industrial and Transportation products include tapes, a wide variety of coated and non-woven abrasives, adhesives, specialty materials, filtration products, energy control products, closure systems for personal hygiene products, acoustic systems products, and components and products that are used in the manufacture, repair and maintenance of automotive, marine, aircraft and specialty vehicles.

Year 2011 results:

Sales in Industrial and Transportation increased 19.5 percent to \$10.1 billion. In local-currency terms, sales increased 15.9 percent, with 10.0 percent of this increase attributable to organic local-currency growth. Acquisitions increased sales by 5.9 percent, primarily driven by Winterthur and Alpha Beta (discussed below). Foreign currency impacts added 3.6 percent to 2011 sales growth. Geographically, local-currency sales increased in all major regions, led by Asia Pacific and Europe. Local-currency sales growth was broad-based across the portfolio, led by abrasives systems, renewable energy, aerospace and aircraft maintenance, industrial adhesives and tapes, and energy and advanced materials. In addition, despite the Japan and Thailand natural disasters, 3M also achieved growth in its automotive aftermarket and automotive OEM businesses.

3M continues to invest in its Industrial and Transportation business. In March 2011, 3M acquired a controlling interest in Winterthur via completion of a public tender offer. Winterthur, based in Zug, Switzerland, is a leading global supplier of precision grinding technology serving customers in the area of hard-to-grind precision applications in industrial, automotive, aircraft, and cutting tools. In addition, in February 2011, 3M completed its acquisition of the tape-related assets of Alpha Beta, a leading manufacturer of box sealing tape and masking tape headquartered in Taipei, Taiwan.

Operating income was \$2.1 billion in 2011, 17.3 percent higher than 2010. 3M achieved operating income margins of 20.4 percent, even with continued investments to support growth.

Year 2010 results:

Sales in Industrial and Transportation increased 18.4 percent to \$8.4 billion. In local-currency terms, sales increased 17.2 percent, driven almost entirely by organic volume. Foreign currency impacts added 1.2 percent to 2010 sales growth. Geographically, local-currency sales growth increased in all major geographic regions, led by Asia Pacific. Local-currency sales growth was broad-based across the portfolio, led by renewable energy, automotive OEM, energy and advanced materials, aerospace, abrasives systems, and industrial adhesives and tapes.

Operating income increased 43 percent to \$1.8 billion in 2010, with operating income margins of 20.8 percent. In 2009, this business segment recorded charges of \$89 million related to restructuring actions, with this charge comprised of employee-related liabilities for severance and benefits of \$84 million and fixed asset impairments of \$5 million.

Investment:

In March 2005, 3M's automotive business completed the purchase of 19 percent of TI&M Beteiligungsgesellschaft mbH (TI&M) for approximately \$55 million. TI&M is the parent company of I&T Innovation Technology Entwicklungsund Holding Aktiengesellschaft (I&T), an Austrian maker of flat flexible cable and circuitry. Pursuant to a

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Shareholders Agreement, 3M marketed the firm's flat flexible wiring systems for automotive interior applications to the global automotive market. I&T filed a petition for bankruptcy protection in August 2006. As part of its agreement to purchase the shares of TI&M, the Company was granted a put option, which gave the Company the right to sell back its entire ownership interest in TI&M to the other investors from whom 3M acquired its 19 percent interest. The put option became exercisable January 1, 2007. The Company exercised the put option and recovered approximately \$25 million of its investment from one of the investors based in Belgium in February 2007. The other two TI&M investors from whom 3M purchased its shares have filed a bankruptcy petition in Austria. The Company has recovered approximately 6.7 million Euros through this bankruptcy process, which in addition to prior recoveries, results in a remaining investment balance of approximately 12 million Euros (approximately \$15 million) as of December 31, 2011. The Company is pursuing recovery of the balance of its investment, first, from the bank that held the 3M purchase price paid to the two bankrupt investors and, to the extent not made whole, pursuant to the terms of the Share Purchase Agreement. The Company believes collection of its remaining investment is probable and, as a result, no impairment reserve has been recorded.

Health Care Business (17.0% of consolidated sales):

	2011	2010	2009
Sales (millions)	\$ 5,031	\$ 4,513	\$ 4,282
Sales change analysis:			
Organic local-currency sales (volume and price)	4.6%	4.1%	2.7%
Acquisitions	3.8	1.2	0.9
Local-currency sales	8.4%	5.3%	3.6%
Divestitures		(0.2)	
Translation	3.1	0.3	(3.9)
Total sales change	11.5%	5.4%	(0.3)%
Operating income (millions)	\$ 1,489	\$ 1,362	\$ 1,347
Percent change	9.3%	1.1%	14.9%
Percent of sales	29.6%	30.2%	31.4%

The Health Care segment serves markets that include medical clinics and hospitals, pharmaceuticals, dental and orthodontic practitioners, and health information systems. Products and services provided to these and other markets include medical and surgical supplies, skin health and infection prevention products, inhalation and transdermal drug delivery systems, dental and orthodontic products (oral care), health information systems, and food safety products.

Year 2011 results:

Health Care sales increased 11.5 percent to \$5.0 billion. Local-currency sales increased 8.4 percent, including 3.8 percent from acquisitions. Acquisition growth primarily related to Arizant Inc., a leading manufacturer of patient warming solutions designed to prevent hypothermia in surgical settings. Currency impacts increased sales by 3.1 percent in Health Care. On a geographic basis, all regions posted positive sales growth. Asia Pacific, Latin America/Canada, and Europe all reported sales growth of 10 percent or more, while the U.S. grew at 9 percent. Local currency sales growth was led by the infection prevention, health information systems, food safety, skin and wound care, and oral care businesses. Sales in the drug-delivery systems business increased in the fourth quarter of 2011 compared to the same period in 2010, but were down slightly for total-year 2011 when compared to 2010.

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Operating income in Health Care increased 9.3 percent in 2011 to \$1.5 billion. Operating income margins were 29.6 percent, compared to 30.2 percent in 2010, with this decrease due in part to growth investments in the health information systems and infection prevention businesses. 3M has also been investing in emerging markets over the past couple of years to improve market penetration levels. The year-on-year decline in operating income margins was also due in part to sales declines in drug delivery systems. 3M's long-term expectation is that Health Care operating income margins will be in the high 20's, as 3M continues to invest to grow this business.

Year 2010 results:

Health Care local-currency sales increased 5.3 percent, including a benefit of 1.2 percent from acquisitions, primarily related to the Arizant Inc. acquisition in the fourth quarter (discussed above). Currency impacts increased sales by 0.3 percent. On a geographic basis, all regions posted positive local-currency sales growth, led by Asia Pacific and Latin America/Canada. Local currency sales growth was broad-based, led by skin and wound care, drug delivery systems, health information systems, infection prevention and oral care.

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Operating income increased 1.1 percent to \$1.4 billion, and operating income margins were 30.2 percent. Health Care recorded charges of \$20 million related to restructuring actions in 2009, with this charge comprised of employee-related liabilities for severance and benefits. Lower year-on-year H1N1-related sales penalized both sales and operating income in 2010.

Consumer and Office Business (14.0% of consolidated sales):

	2011		2010		2009
Sales (millions)	\$ 4,153	\$	3,853	\$	3,471
Sales change analysis:					
Organic local-currency sales (volume and price)	4.0		7.1%		(3.1)%
Acquisitions	1.4		2.9		2.6
Local-currency sales	5.4%		10.0%		(0.5)%
Translation	2.4		1.0		(2.5)
Total sales change	7.8%		11.0%		(3.0)%
Operating income (millions)	\$ 840	\$	840	\$	748
Percent change		%	12.3%		9.5%
Percent of sales	20.2%		21.8%		21.5%

The Consumer and Office segment serves markets that include consumer retail, office retail, home improvement, building maintenance and other markets. Products in this segment include office supply products, stationery products, construction and home improvement products (do-it-yourself), home care products, protective material products, certain consumer retail personal safety products, and consumer health care products.

Year 2011 results:

Sales in Consumer and Office increased 7.8 percent in 2011 to \$4.2 billion, with all businesses posting positive sales growth. Local-currency sales increased 5.4 percent, which included 4.0 percent from organic growth and 1.4 percent from acquisitions. Acquisition growth was largely due to the October 2011 acquisition of the do-it-yourself and professional business of GPI Group and the April 2010 acquisition of the A-One branded label business and related operations. GPI is a manufacturer and marketer of home improvement products such as tapes, hooks, insulation and floor protection products and accessories. The addition of GPI's products will expand 3M's product portfolio in core and complementary categories in the construction and home improvement markets. A-One is the largest branded label business in Asia and the second largest worldwide. 3M also acquired Hybrivet Systems Inc. in the first quarter of 2011, a provider of instant-read products to detect lead and other contaminants and toxins. Foreign currency impacts contributed 2.4 percent to sales growth in the Consumer and Office segment. On a geographic basis, sales increased in all regions, led by Asia Pacific, Latin America/Canada and Europe, which all had sales growth rates in excess of 10 percent. U.S. sales also grew, albeit at a slower rate.

Consumer and Office operating income was flat when comparing 2011 to 2010, reflecting continued ongoing investments in developing economies in brand development and marketing and sales coverage. Even with these investments, Consumer and Office generated operating income margins of 20.2 percent.

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In December 2011, 3M entered into a definitive agreement to acquire the Office and Consumer Products business of Avery Dennison Corp. for a total purchase price of approximately \$550 million, subject to certain adjustments. The Office and Consumer Products business of Avery Dennison is a leading supplier of office and education products, including labels, binders, presentation products, filing and indexing products, writing instruments, and other office and home organization products. The transaction is expected to be completed in the second half of 2012, subject to customary closing conditions including any necessary regulatory approvals.

Year 2010 results:

Sales in Consumer and Office increased 11.0 percent in 2010 to \$3.9 billion. Local-currency sales increased 10.0 percent, which included 7.1 percent from organic growth and 2.9 percent from acquisitions. Acquisition growth for 2010 was primarily comprised of the July 2009 acquisition of ACE® and related brands, which sells elastic bandage, supports and thermometer product lines through consumer channels in North America, and the April 2010 acquisition of the A-One branded label business (discussed above). In addition, the January 2010 acquisition of Incavas Industria de Cabos e Vassouras Ltda., a manufacturer of floor care products, contributed to acquisition sales growth. Foreign currency impacts added 1.0 percent to sales growth.

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2010 sales growth was broad-based, led by office supply products, consumer health care, home care, do-it-yourself products and stationery products. On a geographic basis, sales growth was led by Asia Pacific, Latin America/Canada and the United States.

Consumer and Office operating income increased 12.3 percent to \$840 million, with operating income margins of 21.8 percent. In 2009, this business segment recorded charges of \$13 million related to restructuring actions, with this charge comprised of employee-related liabilities for severance and benefits.

Safety, Security and Protection Services Business (12.9% of consolidated sales):

	2011	2010	2009
Sales (millions)	\$ 3,821	\$ 3,316	\$ 3,076
Sales change analysis:			
Organic local-currency sales (volume and price)	7.1	6.1	(4.9)
Acquisitions	4.7	1.2	2.3
Local-currency sales	11.8%	7.3%	(2.6)%
Divestitures			(0.9)
Translation	3.4	0.5	(4.4)
Total sales change	15.2%	7.8%	(7.9)%
Operating income (millions)	\$ 814	\$ 709	\$ 728
Percent change	14.9%	(2.6)%	5.2%
Percent of sales	21.3%	21.4%	23.7%

The Safety, Security and Protection Services segment serves a broad range of markets that increase the safety, security and productivity of workers, facilities and systems. Major product offerings include personal protection products, cleaning and protection products for commercial establishments, safety and security products (including border and civil security solutions), roofing granules for asphalt shingles, corrosion protection products used in the oil and gas pipeline markets, and track and trace solutions. 3M's Track and Trace Solutions utilize radio frequency identification (RFID) technology to provide a growing array of solutions.

Year 2011 results:

Safety, Security and Protection Services sales increased 15.2 percent in 2011. H1N1-related comparisons reduced 2011 sales growth by 2.5 percent, as 3M generated sales related to the H1N1 virus in the first three quarters of 2010. Even with this difficult comparison, local-currency sales growth was 11.8 percent, which included 4.7 percent growth from acquisitions. The acquisition benefit primarily related to Attenti Holdings S.A. and Cogent Inc. (which are discussed further below). Foreign currency effects added 3.4 percent to 2011 sales. All geographic regions posted positive sales growth, with sales growth led by Asia Pacific, Latin America/Canada, and the U.S. These three regions all had local-currency sales growth in excess of 15 percent.

Local-currency sales increased in all businesses. Sales dollar increases were largest in personal protection products, security systems, track and trace, building and commercial services, and corrosion protection. Sales growth in personal protection products, or more specifically, respiratory products, was hampered by H1N1-related comparisons, partially offset by some modest additional sales of personal protective equipment related

to the cleanup efforts in Japan.

Operating income for 2011 rose 14.9 percent to \$814 million. 3M achieved a 21.3 percent operating income margin, despite H1N1-related comparisons that negatively impacted results.

Year 2010 results:

Safety, Security and Protection Services sales increased 7.8 percent in 2010. Local-currency sales growth was 7.3 percent, which included a 1.2 percent benefit from acquisitions. Foreign exchange impacts added 0.5 percent to sales. The acquisition benefit primarily related to two fourth-quarter 2010 acquisitions, namely Attenti Holdings S.A. and Cogent Inc. Attenti Holdings S.A. is a supplier of remote people-monitoring technologies used for offender-monitoring applications and to assist eldercare facilities in monitoring and enhancing the safety of patients. Cogent Inc. is a provider of finger, palm, face and iris biometric systems for governments, law enforcement agencies, and commercial enterprises.

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3M's security systems business led 2010 sales growth, helped by strong organic volume and acquisition growth (Cogent Inc.) that drove local-currency growth of nearly 50 percent. Corrosion protection products, track and trace products (helped by acquisition growth related to Attenti Holdings S.A.) and building and commercial services also were strong contributors to sales growth. Sales of personal protection products increased in 2010, despite negative year-on-year impacts from H1N1. Industrial minerals sales also increased for the year, helped by a strong fourth quarter of 2010. Geographically, local-currency sales growth was broad-based, led by Latin America and Asia Pacific. Europe/Middle East/Africa sales growth was led by Central East Europe and Middle East/Africa.

Operating income for 2010 was \$709 million, with a 21.4 percent operating income margin. Operating income declined 2.6 percent, penalized by year-on-year H1N1-related comparisons, which reduced Safety, Security and Protection Services sales growth rates by approximately 6 percent year-on-year. In addition, fourth-quarter 2010 acquisition-related costs also penalized operating income. In 2009, this business segment recorded charges of \$16 million related to restructuring actions, with this charge comprised of employee-related liabilities for severance and benefits. This charge was largely offset by a gain of \$15 million related to the sale of 3M's New Jersey roofing granule facility.

In June 2009, 3M's Security Systems Division was notified that the UK government decided to award its passport production to a competitor upon the expiration of 3M's existing UK passport contract in October 2010. Refer to Critical Accounting Estimates within Management's Discussion and Analysis of Financial Condition and Results of Operations for additional discussion.

Display and Graphics Business (12.4% of consolidated sales):

	2011	2010	2009
Sales (millions)	\$ 3,674	\$ 3,884	\$ 3,132
Sales change analysis:			
Organic local-currency sales (volume and price)	(7.5)%	23.0%	(5.6)%
Acquisitions	0.1		2.8
Local-currency sales	(7.4)%	23.0%	(2.8)%
Translation	2.0	1.0	(1.4)
Total sales change	(5.4)%	24.0%	(4.2)%
Operating income (millions)	\$ 788	\$ 946	\$ 590
Percent change	(16.6)%	60.3%	1.3%
Percent of sales	21.5%	24.4%	18.8%

The Display and Graphics segment serves markets that include electronic display, traffic safety and commercial graphics. This segment includes optical film solutions for LCD electronic displays; computer screen filters; reflective sheeting for transportation safety; commercial graphics sheeting and systems; architectural surface and lighting solutions; and mobile interactive solutions, including mobile display technology, visual systems products, and computer privacy filters. The optical film business provides films that serve numerous market segments of the electronic display industry. 3M provides distinct products for five market segments, including products for: 1) LCD computer monitors 2) LCD televisions 3) handheld devices such as cellular phones and tablets 4) notebook PCs and 5) automotive displays. The optical business includes a number of different products that are protected by various patents and groups of patents. These patents provide varying levels of exclusivity to 3M for a number of such products. As some of 3M's optical film patents begin to expire in the next few years, 3M will likely see more competition in these products. 3M continues to innovate in the area of optical films and files patents on its new technology and products. 3M's proprietary manufacturing technology and know-how also provide a competitive advantage to 3M independent of its patents.

Year 2011 results:

Sales in Display and Graphics were \$3.7 billion in 2011, a decline of 5.4 percent in U.S. dollars. Sales in local currency declined 7.4 percent, which was largely organic. Foreign currency impacts increased sales by 2.0 percent. Optical Systems sales decreased 17 percent due to lower year-on-year LCD TV-related sales over the last three quarters of 2011. Sales grew in commercial graphics and architectural markets. Traffic safety systems also posted sales growth, which was all currency related. Sales increased in Latin America/Canada and the U.S., but declined in Europe. Sales also declined in Asia Pacific, where the decline in optical systems sales was a major factor.

Operating income in 2011 totaled \$788 million, down 16.6 percent from 2010. 3M achieved 21.5 percent operating income margins in this business segment, as productivity improvements helped to partially offset negative impacts

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from lower sales of optical films for LCD TVs, impacted by LCD TV volume reductions, as well as continued LCD selling price declines.

Year 2010 results:

Sales in Display and Graphics were \$3.9 billion, up 24.0 percent year-on-year. Sales increased 23.0 percent in local currencies, which was entirely organic. Foreign currency impacts increased sales growth by 1.0 percent. Sales rose in all businesses, with the strongest growth in 3M's optical systems and commercial graphics businesses. In the fourth quarter of 2010, while sales growth moderated in optical films for LCD TVs, local-currency sales were still up more than 10 percent year-on-year. Sales in 2010 were up slightly in the traffic safety systems business and mobile interactive solutions division, which focuses on products that improve projection, personalization and privacy for mobile device users. Geographically, sales growth was led by Asia Pacific, Latin America/Canada, and the United States.

Operating income in 2010 totaled \$946 million, or 24.4 percent of sales. In 2009, this business segment recorded net charges of \$22 million related to restructuring actions, with this charge comprised of employee-related liabilities for severance and benefits and fixed asset impairments.

Electro and Communications Business (11.2% of consolidated sales):

	2011	2010	2009
Sales (millions)	\$ 3,306	\$ 3,043	\$ 2,387
Sales change analysis:			
Organic local-currency sales (volume and price)	5.2	26.1%	(17.9)%
Acquisitions	0.1		0.5
Local-currency sales	5.3%	26.1%	(17.4)%
Divestitures		(0.4)	(0.2)
Translation	3.3	1.8	(1.6)
Total sales change	8.6%	27.5%	(19.2)%
Operating income (millions)	\$ 712	\$ 670	\$ 351
Percent change	6.2%	90.6%	(38.8)%
Percent of sales	21.5%	22.0%	14.7%

The Electro and Communications segment serves the electrical, electronics and communications industries, including electrical utilities; electrical construction, maintenance and repair; original equipment manufacturer (OEM) electrical and electronics; computers and peripherals; consumer electronics; telecommunications central office, outside plant and enterprise; as well as aerospace, military, automotive and medical markets; with products that enable the efficient transmission of electrical power and speed the delivery of information. Products include electronic and interconnect solutions, micro interconnect systems, high-performance fluids, high-temperature and display tapes, telecommunications products, electrical products, and touch screens and touch monitors.

Year 2011 results:

Electro and Communications sales were \$3.3 billion in 2011, an increase of 8.6 percent in U.S. dollars and 5.3 percent in local currency. Foreign currency impacts added 3.3 percent to 2011 sales growth. Sales expanded in all geographic regions, led by greater than 10 percent sales increases in both Europe and Latin America/Canada. From a business standpoint, sales growth was led by 3M's electronics markets materials business and the electrical markets business. The telecom business also posted solid sales growth, while sales declined in the electronic solutions business.

Operating income increased 6.2 percent to \$712 million in 2011, driven by higher year-on-year sales growth. Operating income margins were 21.5 percent, slightly lower than 2010.

Year 2010 results:

Electro and Communications sales were \$3.0 billion in 2010, an increase of 27.5 percent in U.S. dollars and 26.1 percent in local currency. Foreign currency impacts added 1.8 percent to 2010 sales growth, while divestiture impacts reduced sales by 0.4 percent. Sales expanded in all geographic regions, led by Asia Pacific and the United States. Sales growth was led by the electronics markets materials, electronic solutions and touch systems

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businesses, which each had local-currency sales growth of greater than 25 percent. 3M also saw strong growth in the electrical markets business. 3M's telecom infrastructure-related business increased slightly year-on-year.

Operating income was \$670 million in 2010, or 22.0 percent of sales, which was significantly improved versus 2009 as the consumer electronic-related businesses showed significant year-on-year improvements. In 2009, this business segment recorded charges of \$11 million related to restructuring actions, with this charge comprised of employee-related liabilities for severance and benefits.

PERFORMANCE BY GEOGRAPHIC AREA

While 3M manages its businesses globally and believes its business segment results are the most relevant measure of performance, the Company also utilizes geographic area data as a secondary performance measure. Export sales are generally reported within the geographic area where the final sales to 3M customers are made. A portion of the products or components sold by 3M's operations to its customers are exported by these customers to different geographic areas. As customers move their operations from one geographic area to another, 3M's results will follow. Thus, net sales in a particular geographic area are not indicative of end-user consumption in that geographic area.

Financial information related to 3M operations in various geographic areas is provided in Note 18. Operating income results by geographic area were significantly impacted by restructuring and other items. In 2009, restructuring actions, partially offset by a gain on sales of real estate, decreased worldwide operating income by \$194 million, with the largest impact in Europe, Asia Pacific and the United States.

A summary of key information and discussion related to 3M's geographic areas follow:

	2011					
	United States	Asia Pacific	Europe, Middle East and Africa	Latin America/ Canada	Other Unallocated	Worldwide
Net sales (millions)	\$ 10,028	\$ 9,108	\$ 7,076	\$ 3,411	\$ (12)	\$ 29,611
% of worldwide sales	33.9%	30.7%	23.9%	11.5%		100.0%
Components of net sales change:						
Volume organic	4.0%	3.5%	1.6%	7.4%		3.7%
Price	1.9	(1.4)	1.6	3.5		1.0
Organic local-currency sales	5.9	2.1	3.2	10.9		4.7
Acquisitions	3.0	3.5	4.6	1.1		3.3
Local-currency sales	8.9	5.6	7.8	12.0		8.0
Translation		4.7	5.3	3.6		3.1
Total sales change	8.9%	10.3%	13.1%	15.6%		11.1%
Operating income (millions)	\$ 1,629	\$ 2,523	\$ 1,150	\$ 896	\$ (20)	\$ 6,178
Percent change	(0.4)%	5.1%	3.4%	12.3%		4.4%

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For total year 2011, as shown in the preceding table, sales rose 11.1 percent, with organic volume increases of 3.7 percent, selling price increases of 1.0 percent, acquisitions of 3.3 percent, and foreign currency effects of 3.1 percent. Every major geographic region expanded sales, with total sales in Latin America/Canada up 15.6 percent, Europe, Middle East and Africa up 13.1 percent, Asia Pacific up 10.3 percent, and the United States up 8.9 percent. For 2011, international operations represented 66.1 percent of 3M's sales.

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	2010						Worldwide
	United States	Asia Pacific	Europe, Middle East and Africa	Latin America/Canada	Other Unallocated		
Net sales (millions)	\$ 9,210	\$ 8,259	\$ 6,259	\$ 2,950	\$ (16)	\$ 26,662	
% of worldwide sales	34.5%	31.0%	23.5%	11.0%		100.0%	
Components of net sales change:							
Volume organic	7.0%	30.3%	7.4%	12.1%		13.7%	
Price	0.1	(1.6)	0.1	1.1		(0.2)	
Organic local-currency sales	7.1	28.7	7.5	13.2		13.5	
Acquisitions	1.1	0.9	0.4	1.3		0.9	
Local-currency sales	8.2	29.6	7.9	14.5		14.4	
Divestitures			(0.3)			(0.1)	
Translation		5.3	(2.8)	2.7		1.0	
Total sales change	8.2%	34.9%	4.8%	17.2%		15.3%	
Operating income (millions)	\$ 1,636	\$ 2,400	\$ 1,112	\$ 797	\$ (27)	\$ 5,918	
Percent change	(0.2)%	57.1%	10.9%	26.5%		22.9%	

For total year 2010, as shown in the preceding table, sales rose 15.3 percent, driven largely by organic volume increases of 13.7 percent. Every major geographic region expanded sales, with total sales in Asia Pacific up 34.9 percent, Latin America/Canada up 17.2 percent, the United States up 8.2 percent, and Europe, Middle East and Africa up 4.8 percent. Investments in innovation and new product development, sales and marketing capability and localized manufacturing created new growth opportunities in adjacent market spaces. For 2010, international operations represented 65.5 percent of 3M's sales.

Geographic Area Supplemental Information

(Millions, except Employees)	Employees as of			Capital Spending			Property, Plant and Equipment net	
	2011	December 31, 2010	2009	2011	2010	2009	2011	2010
United States	33,128	32,955	31,513	\$ 688	\$ 569	\$ 464	\$ 3,979	\$ 3,888
Asia Pacific	18,015	16,324	13,834	409	290	215	1,887	1,605
Europe, Middle East and Africa	20,113	18,120	17,743	180	151	162	1,271	1,239
Latin America and Canada	12,942	12,658	11,745	102	81	62	529	547
Total Company	84,198	80,057	74,835	\$ 1,379	\$ 1,091	\$ 903	\$ 7,666	\$ 7,279

Employment:

At December 31, 2011, employment increased by 4,141 positions since year-end 2010, largely driven by acquisitions (estimated 2,250 full-time equivalents) and additions in developing economies. At December 31, 2010, employment increased by 5,222 positions since year-end 2009, largely driven by acquisitions (estimated 1,850 full-time equivalents) and additions in developing economies.

Capital Spending/Net Property, Plant and Equipment:

Capital expenditures were \$1.379 billion in 2011, compared to \$1.091 billion in 2010 and \$903 million in 2009. The Company expects 2012 capital spending to be approximately \$1.3 to \$1.5 billion as 3M continues to invest in capacity for future growth. In 2011, a large portion of the investment is addressing supply constraints in a number of businesses with significant growth potential, such as renewable energy, traffic signage in developing economies, and optically clear adhesives and glass bubbles. In addition, spending on some of the following 2010 capital projects carried forward into 2011. In 2010, in the U.S., 3M invested in film manufacturing assets for optical systems and other non-optical businesses which use similar technology. In 2010, 3M also increased capacity at its multi-purpose manufacturing facility in Singapore and invested in optical film capacity in Korea. Lastly, in 2010, investments in the Industrial and Transportation business included solar energy in the U.S. and industrial adhesives and tapes in China.

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In 2009, in response to then-difficult global economic conditions, the Company reduced its capital spending significantly.

3M is striving to increase its manufacturing and sourcing capacity outside the United States in order to more closely align its production capability with its sales in major geographic regions. The initiative is expected to help improve customer service, lower transportation costs, and reduce working capital requirements.

CRITICAL ACCOUNTING ESTIMATES

Information regarding significant accounting policies is included in Note 1. As stated in Note 1, the preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The Company believes its most critical accounting estimates relate to legal proceedings, the Company's pension and postretirement obligations, asset impairments and income taxes. Senior management has discussed the development, selection and disclosure of its critical accounting estimates with the Audit Committee of 3M's Board of Directors.

Legal Proceedings:

The categories of claims for which the Company has a probable and estimable liability, the amount of its liability accruals, and the estimates of its related insurance receivables are critical accounting estimates related to legal proceedings. Please refer to the section entitled "Process for Disclosure and Recording of Liabilities and Insurance Receivables Related to Legal Proceedings" (contained in "Legal Proceedings" in Note 14) for additional information about such estimates.

Pension and Postretirement Obligations:

3M has various company-sponsored retirement plans covering substantially all U.S. employees and many employees outside the United States. The U.S. defined-benefit pension plan was closed to new participants effective January 1, 2009. The Company accounts for its defined benefit pension and postretirement health care and life insurance benefit plans in accordance with Accounting Standard Codification (ASC) 715, *Compensation - Retirement Benefits*, in measuring plan assets and benefit obligations and in determining the amount of net periodic benefit cost. ASC 715 requires employers to recognize the underfunded or overfunded status of a defined benefit pension or postretirement plan as an asset or liability in its statement of financial position and recognize changes in the funded status in the year in which the changes occur through accumulated other comprehensive income, which is a component of stockholders' equity. While the company believes the valuation methods used to determine the fair value of plan assets are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Pension benefits associated with these plans are generally based primarily on each participant's years of service, compensation, and age at retirement or termination. Two critical assumptions, the discount rate and the expected return on plan assets, are important elements of expense and liability measurement. See Note 11 for additional discussion of actuarial assumptions used in determining pension and postretirement health care liabilities and expenses.

The Company determines the discount rate used to measure plan liabilities as of the December 31 measurement date for its pension and postretirement benefit plans. The discount rate reflects the current rate at which the associated liabilities could be effectively settled at the end of the year. The Company sets its rate to reflect the yield of a portfolio of high quality, fixed-income debt instruments that would produce cash flows sufficient in timing and amount to settle projected future benefits. Using this methodology, the Company determined a discount rate of 4.15% for U.S. pension and 4.04% for U.S. postretirement benefits to be appropriate as of December 31, 2011, which represents a decrease from the 5.23% and 5.09% rates, respectively, used as of December 31, 2010. The weighted average discount rate for international pension plans as of December 31, 2011 was 4.58%, a decrease from the 5.04% rate used as of December 31, 2010.

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A significant element in determining the Company's pension expense in accordance with ASC 715 is the expected return on plan assets, which is based on historical results for similar allocations among asset classes. For the U.S. pension plan, the 2012 expected long-term rate of return on an annualized basis for 2012 is 8.25%, a 0.25% decrease from 2011. Refer to Note 11 for information on how the 2012 rate was determined. Return on assets assumptions for international pension and other post-retirement benefit plans are calculated on a plan-by-plan basis using plan asset allocations and expected long-term rate of return assumptions. The weighted average expected return for the international pension plan is 6.38% for 2012, compared to 6.58% for 2011.

For the year ended December 31, 2011, the Company recognized total consolidated pre-tax pension and postretirement expense (after settlements, curtailments and special termination benefits) of \$555 million, up from \$322 million in 2010. Pension and postretirement expense (before settlements, curtailments and special termination benefits) is anticipated to increase to approximately \$644 million in 2012, an increase of \$89 million compared to 2011. For the pension plans, holding all other factors constant, a 0.25 percentage point increase/decrease in the expected long-term rate of return on plan assets would decrease/increase 2012 pension expense by approximately \$30 million for U.S. pension plans and approximately \$12 million for international pension plans. Also, holding all other factors constant, a 0.25 percentage point increase in the discount rate used to measure plan liabilities would decrease 2012 pension expense by approximately \$37 million for U.S. pension plans and approximately \$16 million for international pension plans. In addition, a 0.25 percentage point decrease in the discount rate used to measure plan liabilities would increase 2012 pension expense by approximately \$39 million for U.S. pension plans and approximately \$19 million for international pension plans.

Asset Impairments:

As of December 31, 2011, net property, plant and equipment totaled \$7.7 billion and net identifiable intangible assets totaled \$1.9 billion. Management makes estimates and assumptions in preparing the consolidated financial statements for which actual results will emerge over long periods of time. This includes the recoverability of long-lived assets employed in the business, including assets of acquired businesses. These estimates and assumptions are closely monitored by management and periodically adjusted as circumstances warrant. For instance, expected asset lives may be shortened or an impairment recorded based on a change in the expected use of the asset or performance of the related asset group. Impairments recorded in 2009 related to restructuring actions are discussed in Note 4.

In June 2009, 3M's Security Systems Division (within the Safety, Security and Protection Services business segment) was notified that the UK government decided to award the production of its passports to a competitor upon the expiration of 3M's existing UK passport contracts in October 2010. As a result of this event, in June 2009, 3M tested the long lived assets associated with the UK passport activity for recoverability and also reassessed their remaining useful lives. In addition, 3M tested goodwill for impairment at the reporting unit (Security Systems Division) level. The result of the June 2009 test of recoverability of long lived assets associated with the UK passport activity indicated that the asset grouping's carrying amount of approximately \$54 million (before impairment) exceeded the remaining expected cash flows. Accordingly, 3M recorded a non-cash impairment charge of approximately \$13 million in the second quarter of 2009 to write these assets down to their fair value. In addition, accelerated depreciation/amortization was taken over the period June 2009 through the date of expiration of the contract based on a reassessment of the remaining expected useful life of these assets.

3M goodwill totaled approximately \$7.0 billion as of December 31, 2011. 3M's annual goodwill impairment testing is performed in the fourth quarter of each year. Impairment testing for goodwill is done at a reporting unit level, with all goodwill assigned to a reporting unit. Reporting units are one level below the business segment level (3M has six business segments at December 31, 2011), but can be combined when reporting units within the same segment have similar economic characteristics. At 3M, reporting units generally correspond to a division. 3M did not combine any of its reporting units for impairment testing.

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An impairment loss generally would be recognized when the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting unit. The estimated fair value of a reporting unit is determined using earnings for the reporting unit multiplied by a price/earnings ratio for comparable industry groups, or by using a discounted cash flow analysis. 3M typically uses the price/earnings ratio approach for stable and growing businesses that have a long history and track record of generating positive operating income and cash flows. 3M uses the discounted cash flow approach for start-up, loss position and declining businesses, but also uses discounted cash flow as an additional tool for businesses that may be growing at a slower rate than planned due to economic or other conditions.

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As discussed in Note 17 to the Consolidated Financial Statements, effective in the first quarter of 2011, 3M made certain product moves between its business segments. For those changes that resulted in reporting unit changes, the Company applied the relative fair value method to determine the impact to reporting units. During the first quarter of 2011, the Company completed its assessment of any potential goodwill impairment for reporting units impacted by this new structure and determined that no impairment existed. The discussion that follows relates to the separate fourth quarter 2011 annual impairment test and is in the context of the segment structure that existed at that time.

As of September 30, 2011, 3M had 38 primary reporting units, with ten reporting units accounting for approximately 76 percent of the goodwill. These ten reporting units were comprised of the following divisions: 3M Purification Inc., Occupational Health and Environmental Safety, Optical Systems, Infection Prevention, Security Systems, 3M ESPE, Industrial Adhesives and Tapes, Communication Markets, Abrasive Systems and Health Information Systems.

The fair values for 3M Purification Inc. and Optical Systems, based on fourth quarter 2011 testing, were both in excess of carrying value by approximately 35 percent, while Security Systems was in excess of carrying value by 38 percent, all with no impairment indicated. As part of its annual impairment testing in the fourth quarter, 3M used a weighted-average discounted cash flow analysis for these divisions, using projected cash flows that were weighted based on different sales growth and terminal value assumptions, among other factors. The weighting was based on management's estimates of the likelihood of each scenario occurring. The fair values for all other significant reporting units were in excess of carrying value by more than 40 percent.

In 2011, 3M primarily used an industry price-earnings ratio approach, but also used a discounted cash flows approach for certain reporting units, to determine fair values. Goodwill is tested for impairment annually in the fourth quarter of each year. Based on fourth-quarter 2011 testing, 3M's estimated fair value when valuing each reporting unit individually would aggregate to approximately \$68 billion, implying a control premium of 35 percent when compared to 3M's market value of approximately \$50 billion at September 30, 2011. At December 31, 2011, 3M's market value was approximately \$57 billion, implying a control premium of 19 percent. The control premium is defined as the sum of the individual reporting units estimated market values compared to 3M's total Company estimated fair value, with the sum of the individual values typically being larger than the value for the total Company. 3M's market value at both September 30, 2011 and December 31, 2011 was significantly in excess of its equity of approximately \$17 billion and \$16 billion, respectively. 3M is an integrated materials enterprise, thus; many of 3M's businesses could not easily be sold on a stand-alone basis. Based on its annual test in the fourth quarter of 2011, no goodwill impairment was indicated for any of the reporting units.

Factors which could result in future impairment charges, among others, include changes in worldwide economic conditions, changes in competitive conditions and customer preferences, and fluctuations in foreign currency exchange rates. These risk factors are discussed in Item 1A, Risk Factors, of this document. As of December 31, 2011, 3M had approximately \$1 billion of goodwill related to 3M Purification Inc., \$750 million related to Optical Systems and \$500 million related to Security Systems. If future non-cash asset impairment charges are taken, 3M would expect that only a portion of the long-lived assets or goodwill would be impaired. 3M will continue to monitor its reporting units in 2012 for any triggering events or other indicators of impairment.

Income Taxes:

The extent of 3M's operations involves dealing with uncertainties and judgments in the application of complex tax regulations in a multitude of jurisdictions. The final taxes paid are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions and resolution of disputes arising from federal, state, and international tax audits. The Company recognizes potential liabilities and records tax liabilities for anticipated tax audit issues in the United States and other tax jurisdictions based on its estimate of whether, and the extent to which,

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additional taxes will be due. The Company follows guidance provided by ASC 740, *Income Taxes*, regarding uncertainty in income taxes, to record these liabilities (refer to Note 8 for additional information). The Company adjusts these reserves in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the Company's current estimate of the tax liabilities. If the Company's estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If payment of these amounts ultimately proves to be less than the recorded amounts, the reversal of the liabilities would result in tax benefits being recognized in the period when the Company determines the liabilities are no longer necessary.

Table of Contents**NEW ACCOUNTING PRONOUNCEMENTS**

Information regarding new accounting pronouncements is included in Note 1 to the Consolidated Financial Statements.

FINANCIAL CONDITION AND LIQUIDITY

As indicated in the following table, at December 31, 2011, 3M had \$4.576 billion of cash, cash equivalents, and marketable securities and \$5.166 billion of debt. Debt included \$4.484 billion of long-term debt, \$563 million related to the current portion of long-term debt and short-term borrowings of \$119 million. The strength of 3M's capital structure and consistency of its cash flows provide 3M reliable access to capital markets. Additionally, the Company's maturity profile is staggered to ensure refinancing needs in any given year are reasonable in proportion to the total portfolio. The Company has an AA- credit rating, with a stable outlook, from Standard & Poor's and an Aa2 credit rating, with a stable outlook, from Moody's Investors Service.

The Company generates significant ongoing cash flow, which has been used, in part, to pay dividends on 3M common stock, for acquisitions, and to fund share repurchase activities. As discussed in Note 2, in 2011 3M acquired Winterthur Technologie AG and other acquisitions for approximately \$700 million (including purchases of noncontrolling interest). In addition, in the fourth quarter of 2010, the Company purchased Arizant Inc., Attenti Holdings S.A. and Cogent Inc. As a result, cash outflows (including repayment of acquired debt, but net of cash and marketable securities acquired) for these three acquisitions totaled approximately \$1.4 billion. 3M was able to complete these acquisitions without increasing debt balances, while maintaining a strong cash, cash equivalents and marketable securities position.

**At December 31
(Millions)**

	2011	2010
Total Debt	\$ 5,166	\$ 5,452
Less: Cash, cash equivalents and marketable securities	4,576	5,018
Net Debt	\$ 590	\$ 434

The Company defines net debt as total debt less cash, cash equivalents and marketable securities. 3M considers net debt to be an important measure of liquidity and its ability to meet ongoing obligations. This measure is not defined under U.S. generally accepted accounting principles and may not be computed the same as similarly titled measures used by other companies.

Cash, cash equivalents and marketable securities at December 31, 2011 totaled approximately \$4.6 billion, helped by cash flows from operating activities of \$5.3 billion. The Company has sufficient liquidity to meet currently anticipated growth plans, including capital expenditures, working capital investments and acquisitions. At December 31, 2011 and 2010, cash and current marketable securities internationally totaled \$2.4 billion and \$2.3 billion, respectively, and in the United States totaled \$1.3 billion and \$2.2 billion, respectively. Cash available in the United States has historically been sufficient to fund dividend payments to shareholders and share repurchases, in addition to funding U.S. acquisitions, U.S. capital spending, U.S. pension/other postemployment benefit contributions, and other items as needed. For those international earnings considered to be reinvested indefinitely, the Company currently has no intention to repatriate these funds. If these international funds are needed for operations in the U.S., 3M would be required to accrue and pay U.S. taxes to repatriate these funds. However, for the international funds considered to be reinvested indefinitely, 3M's current plans do not indicate a need to repatriate these funds for U.S. operations. Refer to Note 8 for additional information on unremitted earnings attributable to international companies that have been considered to be reinvested indefinitely.

The Company's financial condition and liquidity are strong. Various assets and liabilities, including cash and short-term debt, can fluctuate significantly from month to month depending on short-term liquidity needs. Working capital (defined as current assets minus current liabilities) totaled \$6.799 billion at December 31, 2011, compared with \$6.126 billion at December 31, 2010, an increase of \$673 million. Working capital increases were primarily attributable to a decrease in the current portion of long-term debt (\$622 million), as increases in short-term marketable securities, accounts receivables, inventories and other current assets were largely offset by decreases in cash and cash equivalents.

Primary short-term liquidity needs are met through cash on hand, U.S. commercial paper and euro commercial paper issuances. The Company maintains a commercial paper program that allows 3M to have a maximum of \$3 billion outstanding with a maximum maturity of 397 days from date of issuance. As of December 31, 2011 and 2010, 3M

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had no outstanding commercial paper. The Company believes it is unlikely that its access to the commercial paper market will be restricted.

In August 2011, 3M entered into a \$1.5 billion, five-year multi-currency revolving credit agreement, which replaced the existing agreement that was due to expire in April 2012. This credit agreement includes a provision under which 3M may request an increase of up to \$500 million, bringing the total facility up to \$2 billion (at the lenders' discretion). This facility was undrawn at December 31, 2011. Also, in August 2011, 3M entered into a \$200 million, one-year committed line/letter of credit agreement with HSBC Bank USA. This agreement replaced the sublimit for letters of credit that was previously encompassed in the \$1.5 billion five-year facility. As of December 31, 2011, available committed credit facilities, including the preceding \$1.5 billion five-year credit facility and \$200 million facility, totaled approximately \$1.785 billion worldwide. The amount utilized against these credit facilities totaled \$147 million as of December 31, 2011. This included \$121 million in letters of credit issued under the \$200 million facility, \$18 million in international lines of credit and \$8 million in U.S. lines of credit outstanding with other banking partners. An additional approximately \$100 million in stand-alone letters of credit was also issued and outstanding at December 31, 2011. These lines/letters of credit are utilized in connection with normal business activities. Under both the \$1.5 billion and \$200 million credit agreements, the Company is required to maintain its EBITDA to Interest Ratio as of the end of each fiscal quarter at not less than 3.0 to 1. This is calculated (as defined in the agreement) as the ratio of consolidated total EBITDA for the four consecutive quarters then ended to total interest expense on all funded debt for the same period. At December 31, 2011, this ratio was approximately 40 to 1. Debt covenants do not restrict the payment of dividends.

The Company has a well-known seasoned issuer shelf registration statement, effective August 5, 2011, which registers an indeterminate amount of debt or equity securities for future sales. The Company intends to use the proceeds from future securities sales off this shelf for general corporate purposes. This replaced 3M's previous shelf registration dated February 17, 2009. In September 2011, in connection with the August 5, 2011 well-known seasoned issuer registration statement, 3M established a \$3 billion medium-term notes program (Series F), from which 3M issued a five-year \$1 billion fixed rate note with a coupon rate of 1.375%. Proceeds were used for general corporate purposes, including repayment in November 2011 of \$800 million (principal amount) of medium-term notes.

In connection with a prior well-known seasoned issuer shelf registration, in June 2007 the Company established a \$3 billion medium-term notes program. Three debt securities have been issued under this medium-term notes program. First, in December 2007, 3M issued a five-year, \$500 million, fixed rate note with a coupon rate of 4.65%. Second, in August 2008, 3M issued a five-year, \$850 million, fixed rate note with a coupon rate of 4.375%. Third, in October 2008, the Company issued a three-year \$800 million, fixed rate note with a coupon rate of 4.50%. The Company entered into interest rate swaps to convert this \$800 million note to a floating rate. This three-year fixed rate note and related interest rate swaps matured in the fourth quarter of 2011.

3M's cash and cash equivalents balance at December 31, 2011 totaled \$2.219 billion, with an additional \$2.357 billion in current and long-term marketable securities. 3M's strong balance sheet and liquidity provide the Company with significant flexibility to take advantage of numerous opportunities going forward. The Company will continue to invest in its operations to drive growth, including continual review of acquisition opportunities. 3M paid dividends of \$1.555 billion in 2011, and has a long history of dividend increases. In February 2012, 3M's Board of Directors increased the quarterly dividend on 3M common stock by 7.3 percent to 59 cents per share, equivalent to an annual dividend of \$2.36 per share. In February 2011, 3M's Board of Directors also authorized the repurchase of up to \$7.0 billion of 3M's outstanding common stock, replacing the Company's existing repurchase program. This authorization has no pre-established end date.

In 2012, the Company plans to contribute an amount in the range of \$800 million to \$1 billion of cash to its U.S. and international pension and postretirement plans, with approximately \$300 million in each of the first and second quarters. The Company does not have a required minimum cash pension contribution obligation for its U.S. plans in 2012. Therefore, the amount of the anticipated discretionary contribution could vary significantly depending on the U.S. qualified plans' funded status as of the 2012 measurement date and the anticipated tax deductibility of the contribution. Future contributions will also depend on market conditions, interest rates and other factors. 3M believes its strong cash flow and

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balance sheet will allow it to fund future pension needs without compromising growth opportunities.

The Company uses various working capital measures that place emphasis and focus on certain working capital assets and liabilities. These measures are not defined under U.S. generally accepted accounting principles and may not be computed the same as similarly titled measures used by other companies. One of the primary working capital measures 3M uses is a combined index, which includes accounts receivable, inventory and accounts payable. This

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combined index (defined as quarterly net sales fourth quarter at year-end multiplied by four, divided by ending net accounts receivable plus inventory less accounts payable) was 5.0 at December 31, 2011, a decline from 5.3 at December 31, 2010. Receivables increased \$252 million, or 7.0 percent, compared with December 31, 2010, with higher December 2011 sales compared to December 2010 sales contributing to this increase. In addition, acquisitions increased accounts receivable by \$106 million and currency translation decreased accounts receivable by \$59 million. Inventories increased \$261 million, or 8.3 percent, compared with December 31, 2010. The inventory increases are partially attributable to the increase in demand in 2011. In addition, acquisitions increased inventories by \$128 million year-on-year, while currency translation decreased inventories by \$18 million. Accounts payable decreased \$19 million compared with December 31, 2010. Acquisitions increased the accounts payable balance by \$68 million, while currency translation decreased accounts payable by \$5 million.

Cash flows from operating, investing and financing activities are provided in the tables that follow. Individual amounts in the Consolidated Statement of Cash Flows exclude the effects of acquisitions, divestitures and exchange rate impacts on cash and cash equivalents, which are presented separately in the cash flows. Thus, the amounts presented in the following operating, investing and financing activities tables reflect changes in balances from period to period adjusted for these effects.

The Company revised the amounts previously presented for cash used in investing activities and cash used in financing activities during 2010 by \$63 million. This revision related to purchases of additional shares (noncontrolling interest) of non-wholly owned consolidated subsidiaries. These immaterial revisions increased cash used in financing activities and decreased cash used in investing activities.

Cash Flows from Operating Activities:

Years ended December 31 (Millions)	2011	2010	2009
Net income including noncontrolling interest	\$ 4,357	\$ 4,163	\$ 3,244
Depreciation and amortization	1,236	1,120	1,157
Company pension contributions	(517)	(556)	(659)
Company postretirement contributions	(65)	(62)	(133)
Company pension expense	449	271	176
Company postretirement expense	106	51	47
Stock-based compensation expense	253	274	217
Income taxes (deferred and accrued income taxes)	132	85	554
Excess tax benefits from stock-based compensation	(53)	(53)	(14)
Accounts receivable	(205)	(189)	55
Inventories	(196)	(404)	453
Accounts payable	(83)	146	109
Product and other insurance receivables and claims	9	49	64
Other net	(139)	279	(329)
Net cash provided by operating activities	\$ 5,284	\$ 5,174	\$ 4,941

Cash flows from operating activities can fluctuate significantly from period to period, as pension funding decisions, tax timing differences and other items can significantly impact cash flows. In the third quarter of 2009, the Company contributed \$600 million to its U.S. defined benefit pension plan in shares of the Company's common stock, which is considered a non-cash financing activity. This non-cash activity is not reflected in the operating or financing section of the cash flows.

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In 2011, cash flows provided by operating activities increased \$110 million compared to 2010. The main positive contribution to operating cash flows related to year-on-year increases in net income including noncontrolling interest. Two primary items reduced operating cash flows. First, 3M invested in working capital (which includes accounts receivable, inventories and accounts payable) in support of its growth. Working capital increased \$484 million in 2011, with higher December 2011 sales compared to December 2010 sales contributing to this increase. This compared to working capital increases of \$447 million in 2010. Second, Other-net decreased cash flows by \$139 million in 2011 compared to an increase of \$279 million in 2010. The category, Other-net, in the preceding table reflects changes in other asset and liability accounts, such as a decrease in accrued payroll amounts in 2011 related to certain annual incentives, which reduced liabilities.

In 2010, cash flows provided by operating activities increased \$233 million compared to 2009. The main positive contribution to operating cash flows related to year-on-year increases in net income including noncontrolling interest.

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Operating cash flows were reduced by working capital increases of \$447 million in 2010, compared to working capital decreases of \$617 million in 2009. 3M defines working capital as accounts receivable, inventories and accounts payable. These working capital increases were partially attributable to the rapid increase in demand in 2010. In addition, operating cash flows in 2009 benefited from changes in deferred and accrued income taxes.

Free Cash Flow (non-GAAP measure):

In addition, to net cash provided by operating activities, 3M uses free cash flow as a useful measure of performance and as an indication of the strength of the Company and its ability to generate cash. 3M defines free cash flow as net cash provided by operating activities less purchases of property, plant and equipment (which is classified as an investing activity). Free cash flow is not defined under U.S. generally accepted accounting principles (GAAP). Therefore, it should not be considered a substitute for income or cash flow data prepared in accordance with U.S. GAAP and may not be comparable to similarly titled measures used by other companies. It should not be inferred that the entire free cash flow amount is available for discretionary expenditures. Below find a recap of free cash flow for 2011, 2010 and 2009.

Years ended December 31 (Millions)	2011	2010	2009
Net cash provided by operating activities	\$ 5,284	\$ 5,174	\$ 4,941
Purchases of property, plant and equipment (PP&E)	(1,379)	(1,091)	(903)
Free Cash Flow	\$ 3,905	\$ 4,083	\$ 4,038

Cash Flows from Investing Activities:

Years ended December 31 (Millions)	2011	2010	2009
Purchases of property, plant and equipment (PP&E)	\$ (1,379)	\$ (1,091)	\$ (903)
Proceeds from sale of PP&E and other assets	55	25	74
Acquisitions, net of cash acquired	(649)	(1,830)	(69)
Purchases and proceeds from sale or maturities of marketable securities and investments net	(745)	273	(839)
Other investing activities		(3)	5
Net cash used in investing activities	\$ (2,718)	\$ (2,626)	\$ (1,732)

Investments in property, plant and equipment enable growth across many diverse markets, helping to meet product demand and increasing manufacturing efficiency. Capital spending increased to \$1.379 billion in 2011, compared to \$1.091 billion in 2010 and \$903 million in 2009. The Company expects 2012 capital spending to be approximately \$1.3 to \$1.5 billion as 3M continues to invest in capacity for future growth. In 2011, a large portion of this investment is addressing supply constraints in a number of businesses with significant growth potential, such as renewable energy, traffic signage in developing economies, and optically clear adhesives and glass bubbles. In addition, some of the following 2010 capital projects carried forward into 2011. In 2010, in the U.S., 3M invested in film manufacturing assets for optical systems and other non-optical businesses which use similar technology. Also, in 2010, 3M increased capacity at its multi-purpose manufacturing facility in Singapore and invested in optical film capacity in Korea. Lastly, in 2010, investments in the Industrial and Transportation business included solar energy in the U.S. and industrial adhesives and tapes in China. In 2009, in response to then-difficult global economic conditions, the Company reduced its capital spending significantly.

Refer to Note 2 for information on acquisitions. The Company is actively considering additional acquisitions, investments and strategic alliances, and from time to time may also divest certain businesses.

Purchases of marketable securities and investments and proceeds from sale (or maturities) of marketable securities and investments are primarily attributable to asset-backed securities, agency securities, corporate medium-term note securities and other securities, which are classified as available-for-sale. Interest rate risk and credit risk related to the underlying collateral may impact the value of investments in asset-backed securities, while factors such as general conditions in the overall credit market and the nature of the underlying collateral may affect the liquidity of investments in asset-backed securities. The coupon interest rates for asset-backed securities are either fixed rate or floating. Floating rate coupons reset monthly or quarterly based upon the corresponding monthly or quarterly LIBOR rate. Each individual floating rate security has a coupon based upon the respective LIBOR rate +/- an amount reflective of the credit risk of the issuer and the underlying collateral on the original issue date. Terms of the reset are unique to individual securities. Fixed rate coupons are established at the time the security is issued and are based upon a spread to a related maturity treasury bond. The spread against the treasury bond is reflective of the credit risk

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of the issuer and the underlying collateral on the original issue date. 3M does not currently expect risk related to its holdings in asset-backed securities to materially impact its financial condition or liquidity. Refer to Note 9 for more details about 3M's diversified marketable securities portfolio, which totaled \$2.357 billion as of December 31, 2011. Additional purchases of investments include additional survivor benefit insurance and equity investments.

Cash Flows from Financing Activities:

Years ended December 31 (Millions)	2011	2010	2009
Change in short-term debt net	\$ 11	\$ (24)	\$ (536)
Repayment of debt (maturities greater than 90 days)	(1,429)	(556)	(519)
Proceeds from debt (maturities greater than 90 days)	1,111	108	41
Total cash change in debt	\$ (307)	\$ (472)	\$ (1,014)
Purchases of treasury stock	(2,701)	(854)	(17)
Reissuances of treasury stock	902	666	431
Dividends paid to shareholders	(1,555)	(1,500)	(1,431)
Excess tax benefits from stock-based compensation	53	53	14
Other net	(67)	(77)	3
Net cash used in financing activities	\$ (3,675)	\$ (2,184)	\$ (2,014)

Total debt at December 31, 2011 was \$5.2 billion, compared to \$5.5 billion at year-end 2010 and \$5.7 billion at year-end 2009. Total debt was 25 percent of total capital (total capital is defined as debt plus equity) at both year-end 2011 and year-end 2010, compared with 30 percent at year-end 2009. The net change in short-term debt is typically due to commercial paper activity and international borrowings. In 2011, major items in repayment of debt (maturities greater than 90 days) included redemption of \$800 million (principal amount) of medium-term notes in November 2011, redemption of Convertible Notes, repayment of debt related to the 11.6 billion Japanese Yen note (installments paid in March and September 2011), repayment of the remainder of the Canadian Dollar loan, and repayment of a portion of debt that was acquired, primarily related to the Winterthur acquisition. Refer to Note 10 for additional information on these debt repayments. In 2010, major items in repayment of debt (maturities greater than 90 days) included repayment of \$350 million in Dealer Remarketable Securities, which matured in December 2010, and repayment of a portion of debt related to the 5.8 billion Japanese Yen installment paid on September 30, 2010 (refer to Notes 6 and 10 for more detail). In addition, approximately \$105 million in acquired debt related to 2010 acquisitions was subsequently repaid. In 2009, repayment of debt (maturities greater than 90 days) includes a \$400 million medium-term note that matured in November 2009 and also includes repayments of commercial paper. In 2011, proceeds from debt (maturities greater than 90 days) primarily related to the issuance of a \$1 billion medium term note and an amendment to a Canada loan agreement which increased the principal amount of the loan by 100.5 million Canadian Dollars. In 2010, proceeds from debt primarily include a 100.5 million Canadian Dollar loan.

Repurchases of common stock are made to support the Company's stock-based employee compensation plans and for other corporate purposes. In February 2011, 3M's Board of Directors authorized the repurchase of up to \$7.0 billion of 3M's outstanding common stock, replacing the Company's existing repurchase program. This authorization has no pre-established end date. In 2011, the Company purchased \$2.701 billion in shares and in 2010 the Company purchased \$854 million in shares, while in 2009 purchases were minimal as the Company had no broker purchases of treasury stock. For more information, refer to the table titled "Issuer Purchases of Equity Securities" in Part II, Item 5. The Company does not utilize derivative instruments linked to the Company's stock.

Cash dividends paid to shareholders totaled \$1.555 billion (\$2.20 per share) in 2011, \$1.500 billion (\$2.10 per share) in 2010 and \$1.431 billion (\$2.04 per share) in 2009. 3M has paid dividends since 1916. In February 2012, the Board of Directors increased the quarterly dividend on 3M common stock by 7.3 percent to 59 cents per share, equivalent to an annual dividend of \$2.36 per share. This marked the 54th consecutive year

of dividend increases.

In addition to the items described below, other cash flows from financing activities may include various other items, such as distributions to or sales of noncontrolling interests, changes in cash overdraft balances, and principal payments for capital leases.

In 2011, as discussed in Note 6, subsequent to acquiring a controlling interest in Winterthur, 3M purchased additional outstanding shares of its Winterthur subsidiary for \$57 million, increasing 3M's ownership interest from approximately 86 percent to 100 percent as of December 31, 2011. These additional purchases are reflected as other financing activities in the statement of cash flows. In addition, during 2011, 3M sold a noncontrolling interest in a newly formed

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subsidiary for an immaterial amount, which was also classified as other financing activity in the consolidated statement of cash flows.

During the quarter ended March 31, 2010, as discussed in Notes 6 and 10, the Company's majority owned Sumitomo 3M Limited entity (Sumitomo 3M) purchased a portion of its shares held by its noncontrolling interest, Sumitomo Electric Industries, Ltd. (SEI), by paying cash of 5.8 billion Japanese Yen and entering into a note payable to SEI of 17.4 billion Japanese Yen (approximately \$63 million and \$188 million, respectively, based on applicable exchange rates at that time). The cash paid of approximately \$63 million during the quarter ended March 31, 2010 as a result of the purchase of Sumitomo 3M shares from SEI is classified as "Other financing activities" in the consolidated statement of cash flows. The remainder of the purchase financed by the note payable to SEI is considered non-cash financing activity in the first quarter of 2010. As discussed in Note 2, during the second quarter of 2010, 3M recorded a financed liability of 1.7 billion Japanese yen (approximately \$18 million based on applicable exchange rates at that time) related to the A-One acquisition, which is also considered a non-cash financing activity.

Off-Balance Sheet Arrangements and Contractual Obligations:

As of December 31, 2011, the Company has not utilized special purpose entities to facilitate off-balance sheet financing arrangements. Refer to the section entitled "Warranties/Guarantees" in Note 14 for discussion of accrued product warranty liabilities and guarantees.

In addition to guarantees, 3M, in the normal course of business, periodically enters into agreements that require the Company to indemnify either major customers or suppliers for specific risks, such as claims for injury or property damage arising out of the use of 3M products or the negligence of 3M personnel, or claims alleging that 3M products infringe third-party patents or other intellectual property. While 3M's maximum exposure under these indemnification provisions cannot be estimated, these indemnifications are not expected to have a material impact on the Company's consolidated results of operations or financial condition.

A summary of the Company's significant contractual obligations as of December 31, 2011, follows:

Contractual Obligations

(Millions)	Total	Payments due by year					After 2016
		2012	2013	2014	2015	2016	
Long-term debt, including current portion (Note 10)	\$ 5,047	\$ 563	\$ 927	\$ 1,463	\$ 2	\$ 995	\$ 1,097
Interest on long-term debt	2,011	182	159	396	78	78	1,118
Operating leases (Note 14)	502	155	113	87	55	40	52
Capital leases (Note 14)	100	19	20	18	5	4	34
Unconditional purchase obligations and other	1,235	781	236	139	36	13	30
Total contractual cash obligations	\$ 8,895	\$ 1,700	\$ 1,455	\$ 2,103	\$ 176	\$ 1,130	\$ 2,331

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Long-term debt payments due in 2012 include \$59 million of floating rate notes. The floating rate notes are classified as current portion of long-term debt as the result of put provisions associated with these debt instruments. As a result of put provisions, long-term debt payments due in 2013 include floating rate notes totaling \$73 million, and in 2014 include floating rate notes totaling \$97 million.

Unconditional purchase obligations are defined as an agreement to purchase goods or services that is enforceable and legally binding on the Company. Included in the unconditional purchase obligations category above are certain obligations related to take or pay contracts, capital commitments, service agreements and utilities. These estimates include both unconditional purchase obligations with terms in excess of one year and normal ongoing purchase obligations with terms of less than one year. Many of these commitments relate to take or pay contracts, in which 3M guarantees payment to ensure availability of products or services that are sold to customers. The Company expects to receive consideration (products or services) for these unconditional purchase obligations. Contractual capital commitments are included in the preceding table, but these commitments represent a small part of the Company's expected capital spending in 2012 and beyond. The purchase obligation amounts do not represent the entire anticipated purchases in the future, but represent only those items for which the Company is contractually obligated. The majority of 3M's products and services are purchased as needed, with no unconditional commitment. For this reason, these amounts will not provide a reliable indicator of the Company's expected future cash outflows on a stand-alone basis.

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Other obligations, included in the preceding table within the caption entitled "Unconditional purchase obligations and other," include the current portion of the liability for uncertain tax positions under ASC 740, which is expected to be paid out in cash in the next 12 months. The Company is not able to reasonably estimate the timing of the long-term payments or the amount by which the liability will increase or decrease over time; therefore, the long-term portion of the net tax liability of \$230 million is excluded from the preceding table. Refer to Note 8 for further details.

As discussed in Note 11, the Company does not have a required minimum cash pension contribution obligation for its U.S. plans in 2012 and Company contributions to its U.S. and international pension plans are expected to be largely discretionary in future years; therefore, amounts related to these plans are not included in the preceding table.

FINANCIAL INSTRUMENTS

The Company enters into contractual derivative arrangements in the ordinary course of business to manage foreign currency exposure, interest rate risks and commodity price risks. A financial risk management committee, composed of senior management, provides oversight for risk management and derivative activities. This committee determines the Company's financial risk policies and objectives, and provides guidelines for derivative instrument utilization. This committee also establishes procedures for control and valuation, risk analysis, counterparty credit approval, and ongoing monitoring and reporting.

The Company enters into foreign exchange forward contracts, options and swaps to hedge against the effect of exchange rate fluctuations on cash flows denominated in foreign currencies and certain intercompany financing transactions. The Company manages interest rate risks using a mix of fixed and floating rate debt. To help manage borrowing costs, the Company may enter into interest rate swaps. Under these arrangements, the Company agrees to exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount. The Company manages commodity price risks through negotiated supply contracts, price protection agreements and forward physical contracts.

A Monte Carlo simulation technique was used to test the Company's exposure to changes in currency and interest rates and assess the risk of loss or benefit in after-tax earnings of financial instruments, derivatives and underlying exposures outstanding at December 31, 2011. The model (third-party bank dataset) used a 95 percent confidence level over a 12-month time horizon. The model used analyzed 18 currencies, interest rates related to two currencies, and five commodities, but does not purport to represent what actually will be experienced by the Company. This model does not include certain hedge transactions, because the Company believes their inclusion would not materially impact the results. Foreign exchange rate risk of loss or benefit increased in 2011, primarily due to increases in exposures, which is one of the key drivers in the valuation model. Interest rate volatility decreased in 2011 because interest rates are currently very low and are projected to remain low, based on forward rates. The following table summarizes the possible adverse and positive impacts to after-tax earnings related to these exposures.

(Millions)	Adverse impact on after-tax earnings				Positive impact on after-tax earnings			
	2011		2010		2011		2010	
Foreign exchange rates	\$	(131)	\$	(108)	\$	146	\$	120
Interest rates		(2)		(4)		2		4
Commodity rates		(10)		(15)		7		12

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The global exposures related to purchased components and materials are such that a 1 percent price change would result in a pre-tax cost or savings of approximately \$71 million per year. The global energy exposure is such that a 10 percent price change would result in a pre-tax cost or savings of approximately \$43 million per year. Derivative instruments are used to hedge approximately 1 percent of the purchased components and materials exposure and are used to hedge approximately 10 percent of this energy exposure.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

In the context of Item 7A, market risk refers to the risk of loss arising from adverse changes in financial and derivative instrument market rates and prices, such as fluctuations in interest rates and foreign currency exchange rates. The Company discusses risk management in various places throughout this document, including discussions in Item 7 concerning Financial Condition and Liquidity, and Financial Instruments, and in the Notes to Consolidated Financial Statements (Long-Term Debt and Short-Term Borrowings, Derivatives, Fair Value Measurements, and the Derivatives and Hedging Activities accounting policy). All derivative activity is governed by written policies, and a value-at-risk analysis is provided for these derivatives. The Company does not have leveraged derivative positions.

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Management's Responsibility for Financial Reporting

Management is responsible for the integrity and objectivity of the financial information included in this report. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. Where necessary, the financial statements reflect estimates based on management's judgment.

Management has established and maintains a system of internal accounting and other controls for the Company and its subsidiaries. This system and its established accounting procedures and related controls are designed to provide reasonable assurance that assets are safeguarded, that the books and records properly reflect all transactions, that policies and procedures are implemented by qualified personnel, and that published financial statements are properly prepared and fairly presented. The Company's system of internal control is supported by widely communicated written policies, including business conduct policies, which are designed to require all employees to maintain high ethical standards in the conduct of Company affairs. Internal auditors continually review the accounting and control system.

3M Company

Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Management conducted an assessment of the Company's internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control - Integrated Framework*. Based on the assessment, management concluded that, as of December 31, 2011, the Company's internal control over financial reporting is effective.

The Company's internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2011.

3M Company

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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of 3M Company

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of 3M Company and its subsidiaries (the Company) at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Minneapolis, MN

February 16, 2012

Table of Contents**Consolidated Statement of Income****3M Company and Subsidiaries****Years ended December 31**

(Millions, except per share amounts)	2011	2010	2009
Net sales	\$ 29,611	\$ 26,662	\$ 23,123
Operating expenses			
Cost of sales	15,693	13,831	12,109
Selling, general and administrative expenses	6,170	5,479	4,907
Research, development and related expenses	1,570	1,434	1,293
Total operating expenses	23,433	20,744	18,309
Operating income	6,178	5,918	4,814
Interest expense and income			
Interest expense	186	201	219
Interest income	(39)	(38)	(37)
Total interest expense net	147	163	182
Income before income taxes	6,031	5,755	4,632
Provision for income taxes	1,674	1,592	1,388
Net income including noncontrolling interest	\$ 4,357	\$ 4,163	\$ 3,244
Less: Net income attributable to noncontrolling interest	74	78	51
Net income attributable to 3M	\$ 4,283	\$ 4,085	\$ 3,193
Weighted average 3M common shares outstanding basic	708.5	713.7	700.5
Earnings per share attributable to 3M common shareholders basic	\$ 6.05	\$ 5.72	\$ 4.56
Weighted average 3M common shares outstanding diluted	719.0	725.5	706.7
Earnings per share attributable to 3M common shareholders diluted	\$ 5.96	\$ 5.63	\$ 4.52
Cash dividends paid per 3M common share	\$ 2.20	\$ 2.10	\$ 2.04

The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.

Table of Contents**Consolidated Statement of Comprehensive Income****3M Company and Subsidiaries****Years ended December 31**

(Millions)	2011	2010	2009
Net income including noncontrolling interest	\$ 4,357	\$ 4,163	\$ 3,244
Other comprehensive income, net of tax:			
Cumulative translation adjustment	(250)	244	273
Defined benefit pension and postretirement plans adjustment	(1,280)	(42)	(314)
Debt and equity securities, unrealized gain (loss)	3	10	
Cash flow hedging instruments, unrealized gain (loss)	54	4	(80)
Total other comprehensive income (loss), net of tax	(1,476)	209	(111)
Comprehensive income (loss) including noncontrolling interest	2,881	4,372	3,133
Comprehensive (income) loss attributable to noncontrolling interest	(80)	(115)	(33)
Comprehensive income (loss) attributable to 3M	\$ 2,801	\$ 4,257	\$ 3,100

The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.

Table of Contents**Consolidated Balance Sheet****3M Company and Subsidiaries****At December 31**

(Dollars in millions, except per share amount)	2011	2010
Assets		
Current assets		
Cash and cash equivalents	\$ 2,219	\$ 3,377
Marketable securities - current	1,461	1,101
Accounts receivable - net of allowances of \$108 and \$98	3,867	3,615
Inventories		
Finished goods	1,536	1,476
Work in process	1,061	950
Raw materials and supplies	819	729
Total inventories	3,416	3,155
Other current assets	1,277	967
Total current assets	12,240	12,215
Marketable securities - non-current		
Investments	896	540
Property, plant and equipment	155	146
Property, plant and equipment	21,166	20,253
Less: Accumulated depreciation	(13,500)	(12,974)
Property, plant and equipment - net	7,666	7,279
Goodwill	7,047	6,820
Intangible assets - net	1,916	1,820
Prepaid pension benefits	40	74
Other assets	1,656	1,262
Total assets	\$ 31,616	\$ 30,156
Liabilities		
Current liabilities		
Short-term borrowings and current portion of long-term debt	\$ 682	\$ 1,269
Accounts payable	1,643	1,662
Accrued payroll	676	778
Accrued income taxes	355	358
Other current liabilities	2,085	2,022
Total current liabilities	5,441	6,089
Long-term debt		
Pension and postretirement benefits	4,484	4,183
Other liabilities	3,972	2,013
Other liabilities	1,857	1,854
Total liabilities	\$ 15,754	\$ 14,139
Commitments and contingencies (Note 14)		
Equity		
3M Company shareholders' equity:		
Common stock, par value \$.01 per share	\$ 9	\$ 9
Shares outstanding - 2011: 694,970,041		
Shares outstanding - 2010: 711,977,608		
Additional paid-in capital	3,767	3,468
Retained earnings	28,348	25,995

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Treasury stock		(11,679)		(10,266)
Accumulated other comprehensive income (loss)		(5,025)		(3,543)
Total 3M Company shareholders' equity		15,420		15,663
Noncontrolling interest		442		354
Total equity	\$	15,862	\$	16,017
Total liabilities and equity	\$	31,616	\$	30,156

The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.

Table of Contents**Consolidated Statement of Changes in Equity****3M Company and Subsidiaries****Years Ended December 31**

(Millions)	3M Company Shareholders						
	Total	Common Stock and Additional Paid-in Capital	Retained Earnings	Treasury Stock	Unearned Compensation	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest
Balance at December 31, 2008	\$ 10,304	\$ 3,015	\$ 22,227	\$ (11,676)	\$ (40)	\$ (3,646)	\$ 424
Net income	3,244		3,193				51
Other comprehensive income (loss), net of tax:							
Cumulative translation adjustment	273					286	(13)
Defined benefit pension and postretirement plans adjustment	(314)					(309)	(5)
Debt and equity securities unrealized gain (loss)	10					10	
Cash flow hedging instruments unrealized gain (loss)	(80)					(80)	
Total other comprehensive income (loss), net of tax	(111)						
Dividends paid (\$2.04 per share)	(1,431)		(1,431)				
Transfer to noncontrolling interest		(66)				(15)	81
Amortization of unearned compensation	40				40		
Stock-based compensation, net of tax impacts	213	213					
Reacquired stock	(17)			(17)			
Issuances pursuant to stock option and benefit plans	1,060		(236)	1,296			
Balance at December 31, 2009	\$ 13,302	\$ 3,162	\$ 23,753	\$ (10,397)	\$	\$ (3,754)	\$ 538
Net income	4,163		4,085				78
Other comprehensive income (loss), net of tax:							
Cumulative translation adjustment	244					205	39
Defined benefit pension and postretirement plans adjustment	(42)					(40)	(2)
Debt and equity securities unrealized gain (loss)	3					3	
Cash flow hedging instruments unrealized gain (loss)	4					4	
Total other comprehensive income (loss), net of tax	209						
Dividends paid (\$2.10 per share)	(1,500)		(1,500)				
Purchase of subsidiary shares and transfers from	(256)	4				39	(299)

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noncontrolling interest								
Stock-based compensation, net of tax impacts		311		311				
Reacquired stock		(880)				(880)		
Issuances pursuant to stock option and benefit plans		668		(343)		1,011		
Balance at December 31, 2010	\$	16,017	\$	3,477	\$	25,995	\$	(10,266)
							\$	(3,543)
								\$ 354

The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.

Table of Contents**Consolidated Statement of Changes in Equity (continued)**

(Millions)	3M Company Shareholders					
	Total	Common Stock and Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest
Balance at December 31, 2010	\$ 16,017	\$ 3,477	\$ 25,995	\$ (10,266)	\$ (3,543)	\$ 354
Net income	4,357		4,283			74
Other comprehensive income (loss), net of tax:						
Cumulative translation adjustment	(250)				(260)	10
Defined benefit pension and postretirement plans adjustment	(1,280)				(1,276)	(4)
Debt and equity securities unrealized gain (loss)						
Cash flow hedging instruments unrealized gain (loss)	54				54	
Total other comprehensive income (loss), net of tax	(1,476)					
Dividends paid (\$2.20 per share)	(1,555)		(1,555)			
Business combination allocation to noncontrolling interest	56					56
Purchase and sale of subsidiary shares - net	(49)	(1)				(48)
Stock-based compensation, net of tax impacts	300	300				
Reacquired stock	(2,694)			(2,694)		
Issuances pursuant to stock option and benefit plans	906		(375)	1,281		
Balance at December 31, 2011	\$ 15,862	\$ 3,776	\$ 28,348	\$ (11,679)	\$ (5,025)	\$ 442

Supplemental share information	2011	2010	2009
Treasury stock			
Beginning balance	232,055,448	233,433,937	250,489,769
Reacquired stock	31,331,469	10,572,666	254,419
Issuances pursuant to stock options and benefit plans	(14,323,902)	(11,951,155)	(17,310,251)
Ending balance	249,063,015	232,055,448	233,433,937

The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.

Table of Contents**Consolidated Statement of Cash Flows****3M Company and Subsidiaries****Years ended December 31**

(Millions)	2011	2010	2009
Cash Flows from Operating Activities			
Net income including noncontrolling interest	\$ 4,357	\$ 4,163	\$ 3,244
Adjustments to reconcile net income including noncontrolling interest to net cash provided by operating activities			
Depreciation and amortization	1,236	1,120	1,157
Company pension and postretirement contributions	(582)	(618)	(792)
Company pension and postretirement expense	555	322	223
Stock-based compensation expense	253	274	217
Deferred income taxes	177	(170)	701
Excess tax benefits from stock-based compensation	(53)	(53)	(14)
Changes in assets and liabilities			
Accounts receivable	(205)	(189)	55
Inventories	(196)	(404)	453
Accounts payable	(83)	146	109
Accrued income taxes (current and long-term)	(45)	255	(147)
Product and other insurance receivables and claims	9	49	64
Other net	(139)	279	(329)
Net cash provided by operating activities	5,284	5,174	4,941
Cash Flows from Investing Activities			
Purchases of property, plant and equipment (PP&E)	(1,379)	(1,091)	(903)
Proceeds from sale of PP&E and other assets	55	25	74
Acquisitions, net of cash acquired	(649)	(1,830)	(69)
Purchases of marketable securities and investments	(4,162)	(3,287)	(2,240)
Proceeds from sale of marketable securities and investments	1,679	1,995	718
Proceeds from maturities of marketable securities	1,738	1,565	683
Other investing	(3)	(3)	5
Net cash used in investing activities	(2,718)	(2,626)	(1,732)
Cash Flows from Financing Activities			
Change in short-term debt net	11	(24)	(536)
Repayment of debt (maturities greater than 90 days)	(1,429)	(556)	(519)
Proceeds from debt (maturities greater than 90 days)	1,111	108	41
Purchases of treasury stock	(2,701)	(854)	(17)
Proceeds from issuances of treasury stock pursuant to stock option and benefit plans	902	666	431
Dividends paid to shareholders	(1,555)	(1,500)	(1,431)
Excess tax benefits from stock-based compensation	53	53	14
Other net	(67)	(77)	3
Net cash used in financing activities	(3,675)	(2,184)	(2,014)
Effect of exchange rate changes on cash and cash equivalents	(49)	(27)	(4)
Net increase/(decrease) in cash and cash equivalents	(1,158)	337	1,191
Cash and cash equivalents at beginning of year	3,377	3,040	1,849
Cash and cash equivalents at end of year	\$ 2,219	\$ 3,377	\$ 3,040

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The accompanying Notes to Consolidated Financial Statements are an integral part of this statement.

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Notes to Consolidated Financial Statements

NOTE 1. Significant Accounting Policies

Consolidation: 3M is a diversified global manufacturer, technology innovator and marketer of a wide variety of products. All subsidiaries are consolidated. All significant intercompany transactions are eliminated. As used herein, the term "3M" or "Company" refers to 3M Company and subsidiaries unless the context indicates otherwise.

Foreign currency translation: Local currencies generally are considered the functional currencies outside the United States. Assets and liabilities for operations in local-currency environments are translated at year-end exchange rates. Income and expense items are translated at average rates of exchange prevailing during the year. Cumulative translation adjustments are recorded as a component of accumulated other comprehensive income (loss) in shareholders' equity.

Although local currencies are typically considered as the functional currencies outside the United States, under Accounting Standards Codification (ASC) 830, *Foreign Currency Matters*, the reporting currency of a foreign entity's parent is assumed to be that entity's functional currency when the economic environment of a foreign entity is highly inflationary—generally when its cumulative inflation is approximately 100 percent or more for the three years that precede the beginning of a reporting period. 3M has a subsidiary in Venezuela with operating income representing less than 1.0 percent of 3M's consolidated operating income for 2011. 3M determined that the cumulative inflation rate of Venezuela in November 2009 and since has exceeded 100 percent. Accordingly, the financial statements of the Venezuelan subsidiary were remeasured as if its functional currency were that of its parent beginning January 1, 2010.

Regulations in Venezuela require the purchase and sale of foreign currency to be made at official rates of exchange that are fixed from time to time by the Venezuelan government. Certain laws in the country, however, provided an exemption for the purchase and sale of certain securities and resulted in an indirect "parallel" market through which companies obtained foreign currency without having to purchase it from Venezuela's Commission for the Administration of Foreign Exchange (CADIVI). In May 2010, the Venezuelan government took control of the previously freely-traded parallel market. The government-controlled rate that emerged under the new Transaction System for Foreign Currency Denominated Securities (SITME) is not as unfavorable as the previous parallel rate in comparison to the official rates. As previously disclosed, as of December 31, 2009 (prior to the change in functional currency of 3M's Venezuelan subsidiary in January 2010), 3M changed to use of the parallel exchange rate for translation of the financial statements of its Venezuelan subsidiary. Beginning January 1, 2010, as discussed above, the financial statements of the Venezuelan subsidiary are remeasured as if its functional currency were that of its parent. This remeasurement utilized the parallel rate through May 2010 and the SITME rate thereafter.

The Company continues to monitor circumstances relative to its Venezuelan subsidiary. Other factors notwithstanding, the change in functional currency of this subsidiary and associated remeasurement beginning January 1, 2010 as a result of Venezuela's economic environment decreased net sales of the Venezuelan subsidiary by approximately two-thirds in 2010 in comparison to 2009 (based on exchange rates at 2009 year-end), but did not otherwise have a material impact on operating income and 3M's consolidated results of operations.

Reclassifications: Certain amounts in the prior years' consolidated financial statements have been reclassified to conform to the current year presentation.

Revisions: The Company revised the amounts previously presented for cash used in investing activities and cash used in financing activities for the year ended December 31, 2010 by \$63 million. This revision related to purchases of additional shares (noncontrolling interest) of non-wholly owned consolidated subsidiaries. These immaterial revisions increased cash used in financing activities and decreased cash used in investing activities.

Use of estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents: Cash and cash equivalents consist of cash and temporary investments with maturities of three months or less when acquired.

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Marketable securities: The classification of marketable securities as current or non-current is dependent upon management's intended holding period, the security's maturity date and liquidity considerations based on market conditions. If management intends to hold the securities for longer than one year as of the balance sheet date, they are classified as non-current. 3M reviews impairments associated with its marketable securities in accordance with the measurement guidance provided by ASC 320, *Investments-Debt and Equity Securities*, when determining the classification of the impairment as temporary or other-than-temporary. A temporary impairment charge results in an unrealized loss being recorded in the other comprehensive income component of shareholders' equity. Such an unrealized loss does not reduce net income for the applicable accounting period because the loss is not viewed as other-than-temporary. The factors evaluated to differentiate between temporary and other-than-temporary include the projected future cash flows, credit ratings actions, and assessment of the credit quality of the underlying collateral, as well as other factors.

Investments: Investments primarily include equity and cost method investments, available-for-sale equity investments and real estate not used in the business. Available-for-sale investments are recorded at fair value. Unrealized gains and losses relating to investments classified as available-for-sale are recorded as a component of accumulated other comprehensive income (loss) in shareholders' equity.

Other assets: Other assets include deferred income taxes, product and other insurance receivables, the cash surrender value of life insurance policies, and other long-term assets. Investments in life insurance are reported at the amount that could be realized under contract at the balance sheet date, with any changes in cash surrender value or contract value during the period accounted for as an adjustment of premiums paid. Cash outflows and inflows associated with life insurance activity are included in Purchases of marketable securities and investments and Proceeds from sale of marketable securities and investments, respectively.

Inventories: Inventories are stated at the lower of cost or market, with cost generally determined on a first-in, first-out basis.

Property, plant and equipment: Property, plant and equipment, including capitalized interest and internal engineering costs, are recorded at cost. Depreciation of property, plant and equipment generally is computed using the straight-line method based on the estimated useful lives of the assets. The estimated useful lives of buildings and improvements primarily range from 10 to 40 years, with the majority in the range of 20 to 40 years. The estimated useful lives of machinery and equipment primarily range from three to 15 years, with the majority in the range of five to 10 years. Fully depreciated assets are retained in property and accumulated depreciation accounts until disposal. Upon disposal, assets and related accumulated depreciation are removed from the accounts and the net amount, less proceeds from disposal, is charged or credited to operations. Property, plant and equipment amounts are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (asset group) may not be recoverable. An impairment loss would be recognized when the carrying amount of an asset exceeds the estimated undiscounted future cash flows expected to result from the use of the asset and its eventual disposition. The amount of the impairment loss recorded is calculated by the excess of the asset's carrying value over its fair value. Fair value is generally determined using a discounted cash flow analysis.

Conditional asset retirement obligations: A liability is initially recorded at fair value for an asset retirement obligation associated with the retirement of tangible long-lived assets in the period in which it is incurred if a reasonable estimate of fair value can be made. Conditional asset retirement obligations exist for certain long-term assets of the Company. The obligation is initially measured at fair value using expected present value techniques. Over time the liabilities are accreted for the change in their present value and the initial capitalized costs are depreciated over the remaining useful lives of the related assets. The asset retirement obligation liability was \$79 million and \$74 million, respectively, at December 31, 2011 and 2010.

Goodwill: Goodwill is the excess of cost of an acquired entity over the amounts assigned to assets acquired and liabilities assumed in a business combination. Goodwill is not amortized. Goodwill is tested for impairment annually in the fourth quarter of each year, and is tested for impairment between annual tests if an event occurs or circumstances change that would indicate the carrying amount may be impaired. Impairment testing for goodwill is done at a reporting unit level, with all goodwill assigned to a reporting unit. Reporting units are one level below the business segment level, but can be combined when reporting units within the same segment have similar economic characteristics. 3M did not combine any of its reporting units for impairment testing. An impairment loss generally would be recognized when the carrying amount of the reporting unit's net assets exceeds the estimated fair value of the reporting unit. The estimated fair value of a reporting unit is determined using earnings for the reporting unit multiplied by a price/earnings ratio for comparable industry groups, or by using a discounted cash flow analysis. The price/earnings ratio is adjusted, if necessary, to take into consideration the market value of the Company.

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Intangible assets: Intangible assets include patents, tradenames and other intangible assets acquired from an independent party. Intangible assets with an indefinite life, namely certain tradenames, are not amortized. Intangible assets with a definite life are amortized generally on a straight-line basis, with useful lives ranging from one to 20 years. Indefinite-lived intangible assets are tested for impairment annually, and are tested for impairment between annual tests if an event occurs or circumstances change that would indicate that the carrying amount may be impaired. Intangible assets with a definite life are tested for impairment whenever events or circumstances indicate that the carrying amount of an asset (asset group) may not be recoverable. An impairment loss is recognized when the carrying amount of an asset exceeds the estimated undiscounted cash flows used in determining the fair value of the asset. The amount of the impairment loss recorded is calculated by the excess of the asset's carrying value over its fair value. Fair value is generally determined using a discounted cash flow analysis. Costs related to internally developed intangible assets, such as patents, are expensed as incurred, primarily in Research, development and related expenses.

Restructuring actions: Restructuring actions generally include significant actions involving employee-related severance charges, contract termination costs, and impairment of assets associated with such actions. Employee-related severance charges are largely based upon distributed employment policies and substantive severance plans. These charges are reflected in the quarter when the actions are probable and the amounts are estimable, which typically is when management approves the associated actions. Severance amounts for which affected employees were required to render service in order to receive benefits at their termination dates were measured at the date such benefits were communicated to the applicable employees and recognized as expense over the employees' remaining service periods. Contract termination and other charges primarily reflect costs to terminate a contract before the end of its term (measured at fair value at the time the Company provided notice to the counterparty) or costs that will continue to be incurred under the contract for its remaining term without economic benefit to the Company. Asset impairment charges related to intangible assets and property, plant and equipment reflect the excess of the assets' carrying values over their fair values.

Revenue (sales) recognition: The Company sells a wide range of products to a diversified base of customers around the world and has no material concentration of credit risk. Revenue is recognized when the risks and rewards of ownership have substantively transferred to customers. This condition normally is met when the product has been delivered or upon performance of services. The Company records estimated reductions to revenue or records expense for customer and distributor incentives, primarily comprised of rebates and free goods, at the time of the initial sale. These sales incentives are accounted for in accordance with ASC 605, *Revenue Recognition*. The estimated reductions of revenue for rebates are based on the sales terms, historical experience, trend analysis and projected market conditions in the various markets served. Since the Company serves numerous markets, the rebate programs offered vary across businesses, but the most common incentive relates to amounts paid or credited to customers for achieving defined volume levels or growth objectives. Free goods are accounted for as an expense and recorded in cost of sales. Sales, use, value-added and other excise taxes are not recognized in revenue.

The vast majority of 3M's sales agreements are for standard products and services with customer acceptance occurring upon delivery of the product or performance of the service. However, to a limited extent 3M also enters into agreements that involve multiple elements (such as equipment, installation and service), software, or non-standard terms and conditions.

For non-software multiple-element arrangements, in connection with 3M's prospective adoption of Accounting Standards Updated (ASU) No. 2009-13, *Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force*, to new or materially modified arrangements beginning in 2011, the Company recognizes revenue for delivered elements when they have stand-alone value to the customer, they have been accepted by the customer, and for which there are only customary refund or return rights. Arrangement consideration is allocated to the deliverables by use of the relative selling price method. The selling price used for each deliverable is based on vendor-specific objective evidence (VSOE) if available, third-party evidence (TPE) if VSOE is not available, or estimated selling price if neither VSOE nor TPE is available. Estimated selling price is determined in a manner consistent with that used to establish the price to sell the deliverable on a standalone basis. For applicable pre-existing arrangements, 3M recognizes revenue for delivered elements when the fair values of the undelivered items are known and allocation of consideration to the delivered items is most often based on the residual method. In addition to the preceding conditions under ASU No. 2009-13 and for applicable pre-existing arrangements, equipment revenue is not recorded until the installation has been completed if equipment acceptance is dependent upon installation or if installation is essential to the functionality of the equipment. Installation

revenues are not recorded until installation has been completed.

For arrangements (or portions of arrangements) falling within software revenue recognition standards and that do not involve significant production, modification, or customization, revenue for each software or software-related element

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is recognized when the Company has VSOE of the fair value of all of the undelivered elements and applicable criteria have been met for the delivered elements. When the arrangements involve significant production, modification or customization, long-term construction-type accounting involving proportional performance is generally employed.

For prepaid service contracts, sales revenue is recognized on a straight-line basis over the term of the contract, unless historical evidence indicates the costs are incurred on other than a straight-line basis. License fee revenue is recognized as earned, and no revenue is recognized until the inception of the license term.

On occasion, agreements will contain milestones, or 3M will recognize revenue based on proportional performance. For these agreements, and depending on the specifics, 3M may recognize revenue upon completion of a substantive milestone, or in proportion to costs incurred to date compared with the estimate of total costs to be incurred.

Accounts receivable and allowances: Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The Company maintains allowances for bad debts, cash discounts, product returns and various other items. The allowance for doubtful accounts and product returns is based on the best estimate of the amount of probable credit losses in existing accounts receivable and anticipated sales returns. The Company determines the allowances based on historical write-off experience by industry and regional economic data and historical sales returns. The Company reviews the allowance for doubtful accounts monthly. The Company does not have any significant off-balance-sheet credit exposure related to its customers.

Advertising and merchandising: These costs are charged to operations in the period incurred, and totaled \$518 million in 2011, \$512 million in 2010 and \$414 million in 2009.

Research, development and related expenses: These costs are charged to operations in the period incurred and are shown on a separate line of the Consolidated Statement of Income. Research, development and related expenses totaled \$1.570 billion in 2011, \$1.434 billion in 2010 and \$1.293 billion in 2009. Research and development expenses, covering basic scientific research and the application of scientific advances in the development of new and improved products and their uses, totaled \$1.036 billion in 2011, \$919 million in 2010 and \$838 million in 2009. Related expenses primarily include technical support provided by 3M to customers who are using existing 3M products; internally developed patent costs, which include costs and fees incurred to prepare, file, secure and maintain patents; and amortization of acquired patents.

Internal-use software: The Company capitalizes direct costs of materials and services used in the development of internal-use software. Amounts capitalized are amortized over a period of three to seven years, generally on a straight-line basis, unless another systematic and rational basis is more representative of the software's use. Amounts are reported as a component of either machinery and equipment or capital leases within property, plant and equipment.

Environmental: Environmental expenditures relating to existing conditions caused by past operations that do not contribute to current or future revenues are expensed. Reserves for liabilities related to anticipated remediation costs are recorded on an undiscounted basis when they are probable and reasonably estimable, generally no later than the completion of feasibility studies or the Company's commitment to a plan of action. Environmental expenditures for capital projects that contribute to current or future operations generally are capitalized and depreciated over their estimated useful lives.

Income taxes: The provision for income taxes is determined using the asset and liability approach. Under this approach, deferred income taxes represent the expected future tax consequences of temporary differences between the carrying amounts and tax basis of assets and liabilities. The Company records a valuation allowance to reduce its deferred tax assets when uncertainty regarding their realizability exists. As of December 31, 2011 and 2010, the Company recorded \$82 million and \$128 million, respectively, of valuation allowances. The Company follows accounting guidance related to accounting for uncertainty in income taxes to record uncertainties and judgments in the application of complex tax regulations in a multitude of jurisdictions (refer to Note 8 for additional information).

Earnings per share: The difference in the weighted average 3M shares outstanding for calculating basic and diluted earnings per share attributable to 3M common shareholders is the result of the dilution associated with the Company's stock-based compensation plans. Certain options outstanding under these stock-based compensation plans during the years 2011, 2010 and 2009 were not included in the computation of diluted earnings per share attributable to 3M common shareholders because they would not have had a dilutive effect (17.4 million average options for 2011, 26.3 million average options for 2010, and 54.3 million average options for 2009). As discussed in Note 10, the conditions for conversion related to the Company's Convertible Notes were not met. If the conditions for conversion were met, 3M could have chosen to pay in cash and/or common stock; however, if this occurred, the

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Company had the intent and ability to settle this debt security in cash. Accordingly, there was no impact on diluted earnings per share attributable to 3M common shareholders. As discussed in Note 10, in September 2011, 3M redeemed all remaining Convertible Notes, which were otherwise due in 2032. The computations for basic and diluted earnings per share for the years ended December 31 follow:

Earnings Per Share Computations

(Amounts in millions, except per share amounts)	2011	2010	2009
Numerator:			
Net income attributable to 3M	\$ 4,283	\$ 4,085	\$ 3,193
Denominator:			
Denominator for weighted average 3M common shares outstanding basic	708.5	713.7	700.5
Dilution associated with the Company stock-based compensation plans	10.5	11.8	6.2
Denominator for weighted average 3M common shares outstanding diluted	719.0	725.5	706.7
Earnings per share attributable to 3M common shareholders basic	\$ 6.05	\$ 5.72	\$ 4.56
Earnings per share attributable to 3M common shareholders diluted	\$ 5.96	\$ 5.63	\$ 4.52

Stock-based compensation: The Company recognizes compensation expense for its stock-based compensation programs, which include stock options, restricted stock, restricted stock units, performance shares, and the General Employees Stock Purchase Plan (GESPP). Under applicable accounting standards, the fair value of share-based compensation is determined at the grant date and the recognition of the related expense is recorded over the period in which the share-based compensation vests. Refer to Note 16 for additional information.

Comprehensive income: Total comprehensive income and the components of accumulated other comprehensive income (loss) are presented in the Consolidated Statement of Comprehensive Income and the Consolidated Statement of Changes in Equity. Accumulated other comprehensive income (loss) is composed of foreign currency translation effects (including hedges of net investments in international companies), defined benefit pension and postretirement plan adjustments, unrealized gains and losses on available-for-sale debt and equity securities, and unrealized gains and losses on cash flow hedging instruments.

Derivatives and hedging activities: All derivative instruments within the scope of ASC 815, *Derivatives and Hedging*, are recorded on the balance sheet at fair value. The Company uses interest rate swaps, currency and commodity price swaps, and foreign currency forward and option contracts to manage risks generally associated with foreign exchange rate, interest rate and commodity market volatility. All hedging instruments that qualify for hedge accounting are designated and effective as hedges, in accordance with U.S. generally accepted accounting principles. If the underlying hedged transaction ceases to exist, all changes in fair value of the related derivatives that have not been settled are recognized in current earnings. Instruments that do not qualify for hedge accounting are marked to market with changes recognized in current earnings. Cash flows from derivative instruments are classified in the statement of cash flows in the same category as the cash flows from the items subject to designated hedge or undesignated (economic) hedge relationships. The Company does not hold or issue derivative financial instruments for trading purposes and is not a party to leveraged derivatives.

Credit risk: The Company is exposed to credit loss in the event of nonperformance by counterparties in interest rate swaps, currency swaps, commodity price swaps, and forward and option contracts. However, the Company's risk is limited to the fair value of the instruments. The Company actively monitors its exposure to credit risk through the use of credit approvals and credit limits, and by selecting major international banks and financial institutions as counterparties. 3M enters into master netting agreements with counterparties when possible to mitigate credit

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risk in derivative transactions. A master netting arrangement may allow counterparties to net settle amounts owed to each other as a result of multiple, separate derivative transactions. The Company does not anticipate nonperformance by any of these counterparties. 3M has credit support agreements in place with two of its primary derivatives counterparties. Under these agreements, either party is required to post eligible collateral when the market value of transactions covered by these agreements exceeds specified thresholds, thus limiting credit exposure for both parties. For presentation purposes on 3M's consolidated balance sheet, the fair value of derivative assets or liabilities are presented on a gross basis even when derivative transactions are subject to master netting arrangements and may qualify for net presentation.

Fair value measurements: 3M follows ASC 820, *Fair Value Measurements and Disclosures*, with respect to assets and liabilities that are measured at fair value on a recurring basis and nonrecurring basis. Under the standard, fair

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value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The standard also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The hierarchy is broken down into three levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Acquisitions: The Company accounts for business acquisitions in accordance with ASC 805, *Business Combinations*. This standard requires the acquiring entity in a business combination to recognize all (and only) the assets acquired and liabilities assumed in the transaction and establishes the acquisition-date fair value as the measurement objective for all assets acquired and liabilities assumed in a business combination. Certain provisions of this standard prescribe, among other things, the determination of acquisition-date fair value of consideration paid in a business combination (including contingent consideration) and the exclusion of transaction and acquisition-related restructuring costs from acquisition accounting. 3M applies this standard to business combinations and adjustments to an acquired entity's deferred tax asset and liability balances occurring after December 31, 2008. Pre-2009 business combinations were accounted for under a former standard which, among other aspects, required transaction and acquisition-related restructuring costs to be included in the acquisition purchase accounting and did not require the recognition of certain contingent consideration as of the acquisition date.

New Accounting Pronouncements

In April 2009, the FASB issued three accounting standards which (1) provide guidance on estimating the fair value of an asset or liability when the volume and level of activity for the asset or liability have significantly declined and identifying transactions that are not orderly, (2) modify the requirements for recognizing other-than-temporarily impaired debt securities and change the impairment model for such securities, and (3) add additional disclosure requirements with respect to fair value measurements including disclosures in interim periods. For 3M, these standards were effective beginning April 1, 2009. The Company discloses the additional required information. The other aspects of these standards did not have a material impact on 3M's consolidated results of operations or financial condition.

In June 2009, the FASB issued a new standard regarding the accounting for transfers of financial assets amending the existing guidance on transfers of financial assets to, among other things, eliminate the qualifying special-purpose entity concept, include a new unit of account definition that must be met for transfers of portions of financial assets to be eligible for sale accounting, clarify and change the derecognition criteria for a transfer to be accounted for as a sale, and require significant additional disclosure. For 3M, this standard was effective for new transfers of financial assets beginning January 1, 2010. Because 3M does not have significant transfers of financial assets, the adoption of this standard did not have a material impact on 3M's consolidated results of operations or financial condition.

In June 2009, the FASB issued a new standard that revises the consolidation guidance for variable-interest entities. The modifications include the elimination of the exemption for qualifying special purpose entities, a new approach for determining who should consolidate a variable-interest entity, and changes to when it is necessary to reassess who should consolidate a variable-interest entity. For 3M, this standard was effective January 1, 2010. The adoption of this standard did not have a material impact on 3M's consolidated results of operations or financial condition.

In August 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-05, *Measuring Liabilities at Fair Value*, which provides additional guidance on how companies should measure liabilities at fair value under ASC 820. The ASU clarifies that the quoted price for an identical liability should be used. However, if such information is not available, a entity may use the quoted price of an identical liability when traded as an asset, quoted prices for similar liabilities or similar liabilities traded as assets, or another valuation technique (such as the market or income approach). The ASU also indicates that the fair value of a liability is not adjusted to reflect the impact of contractual restrictions that prevent its transfer and indicates circumstances in which quoted prices for an identical liability or quoted price for an identical liability traded as an asset may be considered level 1 fair value measurements (see Note 13 for a description of level 1 measurements). For 3M, this ASU was effective October 1, 2009. The adoption of this ASU did not have a material impact on 3M's consolidated results of operations or financial condition.

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In September 2009, the FASB issued ASU No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, that amends ASC 820 to provide guidance on measuring the fair value of certain alternative investments such as hedge funds, private equity funds and venture capital funds. The ASU indicates that, under certain circumstances, the fair value of such investments may be determined using net asset value (NAV) as a practical expedient, unless it is probable the investment will be sold at something other than NAV. In those situations, the practical expedient cannot be used and disclosure of the remaining actions necessary to complete the sale is required. The ASU also requires additional disclosures of the attributes of all investments within the scope of the new guidance, regardless of whether an entity used the practical expedient to measure the fair value of any of its investments. The disclosure provisions of this ASU are not applicable to an employer's disclosures about pension and other postretirement benefit plan assets. 3M does not have any significant direct investments within the scope of ASU No. 2009-12, but certain plan assets of the Company's benefit plans are valued based on NAV as indicated in Note 11. For 3M, this ASU was effective October 1, 2009. The adoption of this ASU did not have a material impact on 3M's consolidated results of operations or financial condition.

In October 2009, the FASB issued ASU No. 2009-13, *Multiple-Deliverable Revenue Arrangements – a consensus of the FASB Emerging Issues Task Force*, that provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. As a result of these amendments, multiple-deliverable revenue arrangements are separated in more circumstances than under pre-existing U.S. GAAP. The ASU does this by establishing a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable is based on vendor-specific objective evidence (VSOE) if available, third-party evidence (TPE) if VSOE is not available, or estimated selling price if neither VSOE nor TPE is available. A vendor is required to determine its best estimate of selling price in a manner that is consistent with that used to determine the price to sell the deliverable on a standalone basis. This ASU also eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method, which allocates any discount in the overall arrangement proportionally to each deliverable based on its relative selling price. The ASU does not apply to arrangements for which industry specific allocation and measurement guidance exists, such as long-term construction contracts and software transactions. For 3M, ASU No. 2009-13 was effective beginning January 1, 2011. 3M elected to adopt the provisions of this standard prospectively to new or materially modified arrangements beginning on the effective date. The adoption of this standard did not have a material impact on 3M's consolidated results of operations or financial condition.

In October 2009, the FASB issued ASU No. 2009-14, *Certain Revenue Arrangements That Include Software Elements – a consensus of the FASB Emerging Issues Task Force*, that reduces the types of transactions that fall within the scope of software revenue recognition guidance. Pre-existing software revenue recognition guidance required that its provisions be applied to an entire arrangement involving the sale of any products or services containing or utilizing software when the software was considered more than incidental to the product or service. As a result of the amendments included in ASU No. 2009-14, many tangible products and services that rely on software are accounted for under the multiple-element arrangements revenue recognition guidance rather than under the software revenue recognition guidance. Under the ASU, the following components are excluded from the scope of software revenue recognition guidance: the tangible element of the product, software products bundled with tangible products where the software components and non-software components function together to deliver the product's essential functionality, and undelivered components that relate to software that is essential to the tangible product's functionality. The ASU also provides guidance on how to allocate transaction consideration when an arrangement contains both deliverables within the scope of software revenue guidance (software deliverables) and deliverables not within the scope of that guidance (non-software deliverables). For 3M, ASU No. 2009-14 was effective beginning January 1, 2011. 3M elected to adopt the provisions of this standard prospectively to new or materially modified arrangements beginning on the effective date. The adoption of this standard did not have a material impact on 3M's consolidated results of operations or financial condition.

In January 2010, the FASB issued ASU No. 2010-06, *Improving Disclosures About Fair Value Measurements*, that amends pre-existing disclosure requirements under ASC 820 by adding required disclosures about items transferring into and out of levels 1 and 2 in the fair value hierarchy; adding separate disclosures about purchases, sales, issuances, and settlements relative to level 3 measurements; and clarifying, among other things, the pre-existing fair value disclosures about the level of disaggregation. For 3M, this ASU was effective for the first quarter of 2010, except for the requirement to provide level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which was effective beginning the first quarter of 2011. Since this standard impacts disclosure requirements only, its adoption did not have a material impact on 3M's consolidated results of operations or financial condition.

In April 2010, the FASB issued ASU No. 2010-17, *Milestone Method of Revenue Recognition* a consensus of the FASB Emerging Issues Task Force that recognizes the milestone method as an acceptable revenue recognition

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method for substantive milestones in research or development arrangements. This standard requires its provisions be met in order for an entity to recognize consideration that is contingent upon achievement of a substantive milestone as revenue in its entirety in the period in which the milestone is achieved. In addition, this ASU requires disclosure of certain information with respect to arrangements that contain milestones. For 3M, this standard was effective prospectively beginning January 1, 2011. The adoption of this standard did not have a material impact on 3M's consolidated results of operations or financial condition.

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This standard clarifies guidance on how to measure fair value and is largely consistent with existing fair value measurement principles. The ASU also expands existing disclosure requirements for fair value measurements and makes other amendments. For 3M, this ASU is effective prospectively beginning January 1, 2012. The adoption of this standard is not expected to have a material impact on 3M's consolidated results of operations or financial condition.

In June 2011, the FASB issued ASU No. 2011-05, *Presentation of Comprehensive Income*, and in December 2011 issued ASU No. 2011-12, *Deferral of the Effective Date for Amendments to the Presentation of Reclassification of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. These standards require entities to present items of net income and other comprehensive income either in a single continuous statement, or in separate, but consecutive, statements of net income and other comprehensive income. The new requirements do not change which components of comprehensive income are recognized in net income or other comprehensive income, or when an item of other comprehensive income must be reclassified to net income. Also, the earnings-per share computation does not change. However, the current option under existing standards to report other comprehensive income and its components in the statement of changes in equity is eliminated. For 3M, these standards are effective retrospectively beginning January 1, 2012, with early adoption permitted. 3M adopted these standards in the fourth quarter of 2011. Since these standards impact presentation and disclosure requirements only, their adoption did not have a material impact on 3M's consolidated results of operations or financial condition.

In September 2011, the FASB issued ASU No. 2011-08, *Testing Goodwill for Impairment*. Under this new standard, entities testing goodwill for impairment now have an option of performing a qualitative assessment before having to calculate the fair value of a reporting unit. If an entity determines, on the basis of qualitative factors, that the fair value of the reporting unit is more-likely-than-not less than the carrying amount, the existing quantitative impairment test is required. Otherwise, no further impairment testing is required. For 3M, this ASU is effective beginning January 1, 2012, with early adoption permitted under certain conditions. The adoption of this standard will not have a material impact on 3M's consolidated results of operations or financial condition.

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures About Offsetting Assets and Liabilities*, which creates new disclosure requirements regarding the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. Certain disclosures of the amounts of certain instruments subject to enforceable master netting arrangements or similar agreements would be required, irrespective of whether the entity has elected to offset those instruments in the statement of financial position. For 3M, the ASU is effective January 1, 2013 with retrospective application required. Since this standard impacts disclosure requirements only, its adoption will not have a material impact on 3M's consolidated results of operations or financial condition.

Table of Contents**NOTE 2. Acquisitions**

3M makes acquisitions of certain businesses from time to time that the Company feels align with its strategic intent with respect to, among other factors, growth markets and adjacent product lines or technologies.

The impact on the consolidated balance sheet of the purchase price allocations related to acquisitions, including adjustments relative to other acquisitions within the allocation period, follows. The allocation of purchase price related to certain acquisitions, primarily Winterthur Technologie AG (Winterthur) and the business purchased from GPI Group, is considered preliminary, largely with respect to certain acquired intangible assets and tax-related assets and liabilities.

(Millions) Asset (Liability)	2011 Acquisitions Activity		
	Winterthur Technologie AG	Other Acquisitions	Total
Accounts receivable	\$ 45	\$ 61	\$ 106
Inventory	69	59	128
Other current assets	6	36	42
Property, plant, and equipment	73	102	175
Purchased finite-lived intangible assets	226	116	342
Purchased goodwill	147	112	259
Accounts payable and other liabilities, net of other assets	(70)	(78)	(148)
Interest bearing debt	(79)	(24)	(103)
Deferred tax asset/(liability)	(58)	(28)	(86)
Net assets acquired	\$ 359	\$ 356	\$ 715
Noncontrolling interest	(56)		(56)
Net assets acquired excluding noncontrolling interest	\$ 303	\$ 356	\$ 659
Supplemental information:			
Cash paid	\$ 327	\$ 376	\$ 703
Less: Cash acquired	34	20	54
Cash paid, net of cash acquired	\$ 293	\$ 356	\$ 649
Non-cash	10		10
Net assets acquired excluding noncontrolling interest	\$ 303	\$ 356	\$ 659

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(Millions) Asset (Liability)	2010 Acquisitions Activity					2010 Total
	Arizant Inc.	Attenti Holdings S.A.	Cogent Inc.	Other Acquisitions		
Accounts receivable	\$ 15	\$ 23	\$ 34	\$ 21	\$	93
Inventory	36	5	17	19		77
Other current assets	3	7	31	2		43
Marketable securities			380			380
Property, plant, and equipment	38	9	30	29		106
Purchased intangible assets	362	90	142	69		663
Purchased goodwill	512	122	295	51		980
Accounts payable and other liabilities, net of other assets	(29)	(12)	(88)	(35)		(164)
Interest bearing debt	(31)	(21)		(53)		(105)
Deferred tax asset/(liability)	(141)	(16)	(47)	(21)		(225)
Net assets acquired	\$ 765	\$ 207	\$ 794	\$ 82	\$	1,848
Supplemental information:						
Cash paid	\$ 776	\$ 227	\$ 946	\$ 156	\$	2,105
Less: Cash acquired	11	20	152	92		275
Cash paid, net of cash acquired	\$ 765	\$ 207	\$ 794	\$ 64	\$	1,830
Non-cash (financed liability)				18		18
Net assets acquired	\$ 765	\$ 207	\$ 794	\$ 82	\$	1,848

(Millions) Asset (Liability)	2009 Acquisitions Activity	
Accounts receivable	\$	31
Inventory		10
Other current assets		
Property, plant, and equipment		15
Purchased intangible assets		93
Purchased goodwill		(25)
Accounts payable and other liabilities, net of other assets		(21)
Interest bearing debt		(18)
Deferred tax asset/(liability)		(16)
Net assets acquired	\$	69
Supplemental information:		
Cash paid	\$	73
Less: Cash acquired		4
Cash paid, net of cash acquired	\$	69
Non-cash		
Net assets acquired	\$	69

Goodwill resulting from business combinations is largely attributable to the existing workforce of the acquired businesses and synergies expected to arise after 3M's acquisition of these businesses. In-process research and development associated with these business combinations were not material. Pro forma information related to acquisitions was not included because the impact on the Company's consolidated results of operations was not considered to be material.

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In addition to business combinations, 3M periodically acquires certain tangible and/or intangible assets and purchases interests in certain enterprises that do not otherwise qualify for accounting as business combinations. These transactions are largely reflected as additional asset purchase and investment activity.

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2011 acquisitions:

During 2011, 3M completed nine business combinations. The purchase price paid for these business combinations (net of cash acquired) and the impact of other matters (net) during 2011 aggregated to \$649 million.

(1) In January 2011, 3M (Industrial and Transportation Business) purchased certain assets of Nida-Core Corp., a manufacturer of structural honeycomb core and fiber-reinforced foam core materials based in Port St. Lucie, Florida.

(2) In February 2011, 3M (Industrial and Transportation Business) announced that it completed its acquisition of all of the outstanding shares of Alpha Beta Enterprise Co. Ltd., a manufacturer of box sealing tape and masking tape headquartered in Taipei, Taiwan.

(3) In February 2011, 3M (Consumer and Office Business) purchased all of the outstanding shares of Hybrivet Systems Inc., a provider of instant-read products to detect lead and other contaminants and toxins, which is based in Natick, Massachusetts.

(4) In early March 2011, 3M (Industrial and Transportation Business) acquired a controlling interest in Winterthur via completion of a public tender offer. Winterthur, based in Zug, Switzerland, is a leading global supplier of precision grinding technology serving customers in the area of hard-to-grind precision applications in industrial, automotive, aircraft and cutting tools. As of the settlement date of the tendered shares (the business acquisition date), 3M owned approximately 86 percent of Winterthur shares via the tender and previous open market share purchases. The purchase price paid in the preceding table includes non-cash consideration of \$10 million representing the business acquisition date fair value of shares previously owned by 3M as of December 31, 2010 and cash consideration paid, net of cash acquired, of \$293 million for subsequently tendered and open market purchased shares through the business acquisition date. Following the business acquisition date, 3M purchased the remaining outstanding shares of its consolidated Winterthur subsidiary, increasing 3M's ownership interest to 100 percent as of December 31, 2011 as discussed in Note 6.

(5) In April 2011, 3M (Electro and Communications Business) purchased all of the outstanding shares of AP&T Co. Ltd., based in Korea, which provides advanced sputtering and plating services, materials and manufacturing capabilities for flexible circuits for the mobile hand-held, touch-screen panel and display markets.

(6) In April 2011, 3M (Display and Graphics Business) purchased all of the outstanding shares of Original Wraps Inc., a company specializing in the creative business development, technology and design of personalization platforms for vehicles and vehicle accessories, which is based in Golden, Colorado.

(7) In July 2011, 3M (Industrial and Transportation Business) purchased all of the outstanding shares of Advanced Chemistry & Technology Inc., a manufacturer of quick-cure, light-weight polysulfide sealants for aerospace applications, which is based in Garden Grove, California.

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(8) In July 2011, 3M (Industrial and Transportation Business) purchased certain assets of Piranha Plastics LLC, based in Santa Clara, California, which provides plastic molding and paint solutions to the automotive aftermarket.

(9) In October 2011, 3M (Consumer and Office Business) acquired the do-it-yourself and professional business of GPI Group. GPI, headquartered in France, is a manufacturer and marketer of home improvement products such as tapes, hooks, insulation, and floor protection products and accessories.

In December 2011, 3M entered into a definitive agreement to acquire the Office and Consumer Products business of Avery Dennison Corp. for a total purchase price of approximately \$550 million, subject to certain adjustments. The Office and Consumer Products business of Avery Dennison is a leading supplier of office and education products, including labels, binders, presentation products, filing and indexing products, writing instruments, and other office and home organization products. The transaction is expected to be completed in the second half of 2012, subject to customary closing conditions including any necessary regulatory approvals.

Purchased identifiable finite-lived intangible assets related to acquisitions which closed in 2011 totaled \$342 million and will be amortized generally on a straight-line basis over a weighted-average life of 14 years (lives ranging from 3 to 20 years). Acquired identifiable intangible assets for which significant assumed renewals or extensions of underlying arrangements impacted the determination of their useful lives were not material.

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2010 acquisitions:

During 2010, 3M completed ten business combinations. The purchase price paid for these business combinations (net of cash acquired), contingent consideration paid for pre-2009 business combinations, and the impact of other matters (net) during 2010 aggregated to \$1.830 billion. In addition, the Company recorded a financed liability of 1.7 billion Japanese Yen (approximately \$18 million based on acquisition date exchange rates) as non-cash investing and financing activity, which related to April 2010 acquisition of the A-One branded label business and related operations (discussed further below).

(1) In January 2010, 3M (Consumer and Office Business) purchased all of the outstanding shares of Incavas Industria de Cabos e Vassouras Ltda., a manufacturer of floor care products based in Rio Grande do Sul, Brazil.

(2) In April 2010, 3M (Consumer and Office Business) purchased a majority stake in the A-One branded label business and related operations, which is headquartered in Tokyo, Japan and has manufacturing, distribution and sales locations around Japan. The terms of this acquisition included embedded mirroring put and call options for a fixed price and five-year term with respect to the remaining minority shares. Accordingly, 3M recorded this business combination as an acquisition of all outstanding interests with a corresponding five-year financed liability of 1.7 billion Japanese Yen relative to the embedded put/call option as of the acquisition date. The Company records interest on this liability, which is recorded in other liabilities, at an annual rate of 1%.

(3) In May 2010, 3M (Health Care Business) purchased certain assets of J.R. Phoenix Ltd., a manufacturer of hand hygiene and skin care products for health care and professional use based in Kitchener, Ontario, Canada.

(4) In June 2010, 3M (Industrial and Transportation Business) purchased all of the outstanding shares of MTI PolyFab Inc., a manufacturer of thermal and acoustic insulation for the aerospace industry. MTI PolyFab Inc. is based in Mississauga, Ontario, Canada.

(5) In July 2010, 3M (Safety, Security and Protection Services Business) purchased all of the outstanding shares of Dailys Limited, a supplier of non-woven disposable protective clothing, primarily chemical protective coveralls for industrial use. Dailys Limited is based in Ellesmere Port, United Kingdom.

(6) In October 2010, 3M (Consumer and Office Business) purchased certain assets of Ross Outdoor Sports Specialties, LLC, a Colorado-based manufacturer of fly fishing equipment and accessories.

(7) In October 2010, 3M (Health Care Business) purchased all of the outstanding shares of Hangzhou ORJ Medical Instrument and Material Co., Ltd., a manufacturer of orthodontic supplies based in Hangzhou, China.

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(8) In October 2010, 3M (Health Care Business) purchased all of the outstanding shares of Arizant Inc., a manufacturer of patient warming solutions designed to prevent hypothermia in surgical settings based in Eden Prairie, Minnesota.

(9) In October 2010, 3M (Safety, Security and Protection Services Business) purchased all of the outstanding shares of Attenti Holdings S.A., a Tel Aviv, Israel-based supplier of remote people-monitoring technologies used for offender-monitoring applications and to assist eldercare facilities in monitoring and enhancing the safety of patients.

(10) In October 2010, 3M (Safety, Security and Protection Services Business) acquired a controlling interest in Cogent Inc. via a tender offer, and in December 2010 completed a second-step merger for the same amount per outstanding share as the tender offer, thereby acquiring the remaining noncontrolling interest in the company. Cogent Inc., based in Pasadena, California, is a provider of finger, palm, face and iris biometric systems for governments, law enforcement agencies, and commercial enterprises. The consideration paid in the preceding table includes \$248 million related to the December 2010 acquisition of the remaining noncontrolling interest in Cogent, Inc. Net assets acquired in the Cogent Inc. transaction included \$532 million of cash and marketable securities, as displayed in the preceding table.

Purchased identifiable intangible assets related to the acquisitions that closed in 2010 totaled \$663 million and will be amortized generally on a straight-line basis over a weighted-average life of 11 years (lives ranging from 2 to 17 years). Acquired identifiable intangible assets for which significant assumed renewals or extensions of underlying arrangements impacted the determination of their useful lives were not material.

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2009 acquisitions:

During 2009, 3M completed four business combinations. The purchase price paid for these business combinations (net of cash acquired) and certain acquisition costs and contingent consideration paid for pre-2009 business combinations during 2009 aggregated to \$69 million.

(1) In January 2009, 3M (Safety, Security and Protection Services Business) purchased all of the outstanding shares of Alltech Solutions, a provider of water pipe rehabilitation services based in Moncton, New Brunswick, Canada.

(2) In February 2009, 3M (Industrial and Transportation Business) purchased the assets of Compac Corp.'s pressure sensitive adhesive tape business, a global leader in providing custom solutions in coating, laminating and converting flexible substrates headquartered in Hackettstown, N.J.

(3) In April 2009, 3M (Industrial and Transportation Business) purchased all of the outstanding shares of Meguiar's International, UK, a distributor of Meguiar's, Inc. products based in Daventry, United Kingdom.

(4) In July 2009, 3M (Consumer and Office Business) purchased the ACE® branded (and related brands) elastic bandage, supports and thermometer product lines, which are sold broadly through consumer channels in North America.

Purchased identifiable intangible assets related to the four acquisitions that closed in 2009 totaled \$28 million. This included \$20 million of identifiable intangible assets that will be amortized generally on a straight-line basis over a weighted-average life of eight years (lives ranging from three to 12 years) and \$8 million of indefinite-lived intangible assets related to the well-recognized ACE® brand. Acquired identifiable intangible assets for which significant assumed renewals or extensions of underlying arrangements impacted the determination of their useful lives were not material.

NOTE 3. Goodwill and Intangible Assets

Purchased goodwill from acquisitions totaled \$255 million in 2011, \$7 million of which is deductible for tax purposes. Purchased goodwill from acquisitions totaled \$978 million in 2010, \$1 million of which is deductible for tax purposes. The acquisition activity in the following table also includes the net impact of adjustments to the preliminary allocation of purchase price for prior year acquisitions, which increased goodwill by \$4 million in 2011 and increased goodwill by \$2 million in 2010. The amounts in the Translation and other column in the following table primarily relate to changes in foreign currency exchange rates. The goodwill balance by business segment follows:

Goodwill

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(Millions)	Dec. 31, 2009 Balance	2010 acquisition activity	2010 translation and other	Dec. 31, 2010 Balance	2011 acquisition activity	2011 translation and other	Dec. 31, 2011 Balance
Industrial and Transportation	\$ 1,757	\$ 8	\$ 18	\$ 1,783	\$ 205	\$ (27)	\$ 1,961
Health Care	1,007	520	(21)	1,506	3	5	1,514
Consumer and Office	155	24	8	187	42	(1)	228
Safety, Security and Protection Services	1,220	428	22	1,670	(1)	6	1,675
Display and Graphics	990		4	994	4	(5)	993
Electro and Communications	703		(23)	680	6	(10)	676
Total Company	\$ 5,832	\$ 980	\$ 8	\$ 6,820	\$ 259	\$ (32)	\$ 7,047

As discussed in Note 17 to the Consolidated Financial Statements, effective in the first quarter of 2011, 3M made certain product moves between its business segments, with the resulting impact reflected in the goodwill balances by business segment above for all periods presented. For those changes that resulted in reporting unit changes, the Company applied the relative fair value method to determine the impact to reporting units. During the first quarter of 2011, the Company completed its assessment of any potential goodwill impairment for reporting units impacted by this new structure and determined that no impairment existed. The Company also completed its annual goodwill impairment test in the fourth quarter of 2011 for all reporting units and determined that no impairment existed. In addition, the Company had no impairments of goodwill in prior years.

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As discussed in Note 13, in June 2009, 3M tested the long lived assets grouping associated with the U.K. passport production activity of 3M's Security Systems Division for recoverability. This circumstance required the Company to also test goodwill for impairment at the reporting unit (Security Systems Division) level. 3M completed its assessment of potential goodwill impairment for this reporting unit and determined that no goodwill impairment existed as of June 30, 2009.

Acquired Intangible Assets

For 2011, intangible assets (excluding goodwill) acquired through business combinations increased the gross carrying amount by \$342 million. Balances are also impacted by changes in foreign currency exchange rates. The gross carrying amount and accumulated amortization of acquired intangible assets as of December 31 follow:

(Millions)	2011		2010	
Patents	\$	561	\$	551
Other amortizable intangible assets (primarily tradenames and customer-related intangibles)		2,323		2,016
Non-amortizable intangible assets (tradenames)		123		125
Total gross carrying amount	\$	3,007	\$	2,692
Accumulated amortization - patents		(374)		(345)
Accumulated amortization - other		(717)		(527)
Total accumulated amortization		(1,091)		(872)
Total intangible assets - net	\$	1,916	\$	1,820

3M has certain tradenames that are not amortized because of the long-time established name recognition in their respective industries.

Amortization expense for the years ended December 31 follows:

(Millions)	2011		2010		2009	
Amortization expense	\$	235	\$	176	\$	181

Expected amortization expense for acquired amortizable intangible assets recorded as of December 31, 2011 follows:

(Millions)	2012		2013		2014		2015		2016		After 2016	
Amortization expense	\$	225	\$	214	\$	191	\$	178	\$	165	\$	820

The preceding expected amortization expense is an estimate. Actual amounts of amortization expense may differ from estimated amounts due to additional intangible asset acquisitions, changes in foreign currency exchange rates, impairment of intangible assets, accelerated amortization of intangible assets and other events. 3M expenses the costs incurred to renew or extend the term of intangible assets.

NOTE 4. Restructuring Actions

Restructuring actions generally include significant actions involving employee-related severance charges, contract termination costs, and impairment of assets associated with such actions. Accounting policies related to these activities are discussed in Note 1.

The following provides information concerning the Company's 2009 restructuring actions.

2009 Restructuring Actions:

During the first nine months of 2009, management approved and committed to undertake certain restructuring actions. Due to the rapid decline in global business activity in the fourth quarter of 2008 and into the first three quarters of 2009, 3M aggressively reduced its cost structure and rationalized several facilities, including manufacturing, technical and office facilities. These actions included all geographies, with particular attention in the developed areas of the world that have and are experiencing large declines in business activity, and included the following actions during 2009:

- During the first quarter of 2009, 3M announced the elimination of approximately 1,200 positions. Of these employment reductions, about 43 percent were in the United States, 36 percent in Latin America, 16 percent

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in Europe and 5 percent in the Asia Pacific area. These restructuring actions resulted in a first-quarter 2009 pre-tax charge of \$67 million, with \$61 million for employee-related items/benefits and \$6 million related to fixed asset impairments. The preceding charges were recorded in cost of sales (\$17 million), selling, general and administrative expenses (\$47 million), and research, development and related expenses (\$3 million).

- During the second quarter of 2009, 3M announced the permanent reduction of approximately 900 positions, the majority of which were concentrated in the United States, Western Europe and Japan. In the United States, another 700 people accepted a voluntary early retirement incentive program offer, which resulted in a \$21 million non-cash charge. Of these aggregate employment reductions, about 66 percent were in the United States, 17 percent in the Asia Pacific area, 14 percent in Europe and 3 percent in Latin America and Canada. These restructuring actions in total resulted in a second-quarter 2009 pre-tax charge of \$116 million, with \$103 million for employee-related items/benefits and \$13 million related to fixed asset impairments. The preceding charges were recorded in cost of sales (\$68 million), selling, general and administrative expenses (\$44 million), and research, development and related expenses (\$4 million).
- During the third quarter of 2009, 3M announced the elimination of approximately 200 positions, with the majority of those occurring in Western Europe and, to a lesser extent, the United States. These restructuring actions, including a non-cash charge related to a pension settlement in Japan, resulted in a third-quarter 2009 net pre-tax charge of \$26 million for employee-related items/benefits and other, which is net of \$7 million of adjustments to prior 2008 and 2009 restructuring actions. The preceding charges were recorded in cost of sales (\$25 million) and research, development and related expenses (\$1 million).

The restructuring expenses related to these actions are summarized by income statement line as follows:

(Millions)	2009	
Cost of sales	\$	110
Selling, general and administrative expenses		91
Research, development and related expenses		8
Total restructuring expense	\$	209

3M began restructuring actions in the fourth quarter of 2008. Cash payments in 2008 related to this restructuring were not material. The roll-forward below begins with the ending 2008 accrued restructuring liability balances. Components of the 2009 restructuring actions by business segment and a roll-forward of associated balances follow.

(Millions)	Employee- Related Items/ Benefits and Other	Asset Impairments	Total
Accrued liability balance as of December 31, 2008 related to 2008 restructuring actions	\$ 186	\$	186
Expenses incurred in 2009:			
Industrial and Transportation	\$ 84	\$ 5	\$ 89
Health Care	20		20
Consumer and Office	13		13

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Safety, Security and Protection Services		16		16
Display and Graphics		9	13	22
Electro and Communications		11		11
Corporate and Unallocated		37	1	38
Total 2009 expenses	\$	190	\$ 19	\$ 209
Non-cash changes in 2009	\$	(34)	\$ (19)	\$ (53)
Cash payments, net of adjustments, in 2009	\$	(266)	\$	\$ (266)
Accrued liability balance as of December 31, 2009	\$	76	\$	\$ 76
Cash payments, net of adjustments, in 2010	\$	(54)	\$	\$ (54)
Accrued liability balance as of December 31, 2010	\$	22	\$	\$ 22
Cash payments, net of adjustments, in 2011	\$	(16)	\$	\$ (16)
Accrued liability balance as of December 31, 2011	\$	6	\$	\$ 6

Table of Contents**NOTE 5. Supplemental Balance Sheet Information**

Accounts payable (included as a separate line item in the Consolidated Balance Sheet) includes drafts payable on demand of \$82 million at both December 31, 2011, and 2010. Accumulated depreciation for capital leases totaled \$60 million and \$50 million as of December 31, 2011, and 2010, respectively. Additional supplemental balance sheet information is provided in the table that follows.

(Millions)	2011	2010
Other current assets		
Prepaid expenses and other	\$ 676	\$ 555
Deferred income taxes	385	282
Derivative assets-current	107	38
Product and other insurance receivables	109	92
Total other current assets	\$ 1,277	\$ 967
Investments		
Equity method	\$ 98	\$ 84
Cost method	47	36
Other investments	10	26
Total investments	\$ 155	\$ 146
Property, plant and equipment at cost		
Land	\$ 377	\$ 358
Buildings and leasehold improvements	6,587	6,321
Machinery and equipment	13,240	12,769
Construction in progress	814	656
Capital leases	148	149
Gross property, plant and equipment	21,166	20,253
Accumulated depreciation	(13,500)	(12,974)
Property, plant and equipment net	\$ 7,666	\$ 7,279
Other assets		
Deferred income taxes	\$ 1,018	\$ 648
Product and other insurance receivables	151	143
Cash surrender value of life insurance policies	223	213
Other	264	258
Total other assets	\$ 1,656	\$ 1,262
Other current liabilities		
Accrued trade payables	\$ 516	\$ 476
Deferred income	389	369
Derivative liabilities	49	87
Restructuring actions	6	22
Employee benefits and withholdings	160	167
Product and other claims	159	132
Property and other taxes	94	196
Pension and postretirement benefits	53	41
Deferred income taxes	23	26
Other	636	506
Total other current liabilities	\$ 2,085	\$ 2,022
Other liabilities		

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Long term income taxes payable	\$	595	\$	627
Employee benefits		577		524
Product and other claims		329		324
Capital lease obligations		79		94
Deferred income		19		18
Deferred income taxes		251		198
Other		7		69
Total other liabilities	\$	1,857	\$	1,854

Table of Contents**NOTE 6. Supplemental Equity and Comprehensive Income Information**

Common stock (\$.01 par value per share) of 3.0 billion shares is authorized, with 944,033,056 shares issued. Treasury stock is reported at cost, with 249,063,015 shares at December 31, 2011, 232,055,448 shares at December 31, 2010, and 233,433,937 shares at December 31, 2009. Preferred stock, without par value, of 10 million shares is authorized but unissued.

The components of other comprehensive income (loss) and accumulated other comprehensive income (loss) attributable to 3M follow.

Accumulated Other Comprehensive Income (Loss) Attributable to 3M

(Millions)	Dec. 31, 2011	Dec. 31, 2010
Cumulative translation adjustment	\$ 114	\$ 374
Defined benefit pension and postretirement plans adjustment	(5,155)	(3,879)
Debt and equity securities, unrealized gain (loss)	(6)	(6)
Cash flow hedging instruments, unrealized gain (loss)	22	(32)
Total accumulated other comprehensive income (loss)	\$ (5,025)	\$ (3,543)

Components of Comprehensive Income (Loss) Attributable to 3M**Years ended December 31**

(Millions)	2011	2010	2009
Net income attributable to 3M	\$ 4,283	\$ 4,085	\$ 3,193
Cumulative translation	(253)	213	288
Tax effect	(7)	(8)	(2)
Cumulative translation - net of tax	(260)	205	286
Defined benefit pension and postretirement plans adjustment	(1,977)	(68)	(442)
Tax effect	701	28	133
Defined benefit pension and postretirement plans adjustment - net of tax	(1,276)	(40)	(309)
Debt and equity securities, unrealized gain (loss)		5	17
Tax effect		(2)	(7)
Debt and equity securities, unrealized gain (loss) - net of tax		3	10
Cash flow hedging instruments, unrealized gain (loss)	84	6	(130)
Tax effect	(30)	(2)	50
Cash flow hedging instruments, unrealized gain (loss) - net of tax	54	4	(80)
Total comprehensive income (loss) attributable to 3M	\$ 2,801	\$ 4,257	\$ 3,100

Reclassification adjustments are made to avoid double counting in comprehensive income items that are also recorded as part of net income. Reclassifications to earnings from accumulated other comprehensive income including noncontrolling interest that related to pension and postretirement expense in the income statement were \$475 million pre-tax (\$307 million after-tax) in 2011, \$306 million pre-tax (\$197 million after-tax) in 2010, and \$141 million pre-tax (\$92 million after-tax) in 2009. These pension and postretirement expense pre-tax amounts are shown in the table in Note 11 as amortization of transition (asset) obligation, amortization of prior service cost (benefit) and amortization of net actuarial (gain) loss. Cash flow hedging instruments reclassifications are provided in Note 12. Reclassifications to earnings from accumulated other comprehensive income for debt and equity securities were \$10 million pre-tax (\$6 million after-tax) in 2011, not material for 2010, and as shown in the auction rate securities table in Note 13, primarily relate to a loss of approximately \$2 million pre-tax for 2009. Other reclassification adjustments were not material. Income taxes are not provided for foreign translation relating to permanent investments in international subsidiaries, but tax effects within cumulative translation do include impacts from items such as net investment hedge transactions.

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Purchase and Sale of Subsidiary Shares and Transfers of Ownership Interests Involving Non-Wholly Owned Subsidiaries

As discussed in Note 2, in early March 2011, 3M acquired a controlling interest in Winterthur Technologie AG (Winterthur), making Winterthur a consolidated subsidiary as of that business acquisition date. Subsequent to this business acquisition date, 3M purchased additional outstanding shares of its Winterthur subsidiary increasing 3M's ownership interest from approximately 86 percent as of the business acquisition date to 100 percent as of December 31, 2011. The \$57 million of cash paid in 2011 as a result of these additional purchases of Winterthur shares was classified as other financing activity in the consolidated statement of cash flows. These additional purchases did not result in a material transfer from noncontrolling interest to 3M Company shareholders' equity. In addition, during 2011, 3M sold a noncontrolling interest in a newly formed subsidiary for an immaterial amount, which was also classified as other financing activity in the consolidated statement of cash flows.

During the second half of 2009 and the first half of 2010, 3M effected a purchase of subsidiary shares and transfers of ownership interests to align activities in Japan and to simplify the Company's ownership structure. As a result of these activities, beginning in June 2010 the Company has a wholly owned subsidiary in the region in addition to its majority owned Sumitomo 3M Limited entity (Sumitomo 3M). Because the Company retained its controlling interest in the subsidiaries involved, these activities resulted in changes to 3M Company shareholders' equity and noncontrolling interest. These activities included the following:

- During the second half of 2009, a wholly owned subsidiary that, in turn, owned a portion of the Company's majority owned Sumitomo 3M, was transferred to another subsidiary (referred to herein as 3M HC) that was majority, rather than wholly, owned. Sumitomo 3M also owned a portion of 3M HC. As a result of the transaction, 3M's effective ownership in Sumitomo 3M was reduced from 75 percent to 71.5 percent. The transfer resulted in a decrease in 3M Company shareholders' equity and an increase in noncontrolling interest of \$81 million in the second half of 2009.
- During the first quarter of 2010, majority owned 3M HC which, as a result of the transfer above owned a portion of the Company's majority owned Sumitomo 3M, transferred this interest to Sumitomo 3M. In addition, Sumitomo 3M purchased a portion of its shares held by its noncontrolling interest, Sumitomo Electric Industries, Ltd. (SEI), by paying cash of 5.8 billion Japanese Yen and entering into a note payable to SEI of 17.4 billion Japanese Yen (approximately \$63 million and \$188 million, respectively, based on applicable exchange rates at that time). As a result of these transactions, 3M's effective ownership in Sumitomo 3M was increased from 71.5 percent to 75 percent. The cash paid as a result of the purchase of Sumitomo 3M shares from SEI was classified as other financing activity in the consolidated statement of cash flows. The remainder of the purchase financed by the note payable to SEI was considered non-cash financing activity in the first quarter of 2010. These transactions resulted in an increase in 3M Company shareholders' equity of \$22 million and a decrease in noncontrolling interest of \$278 million in the first quarter of 2010.
- During the second quarter of 2010, majority owned Sumitomo 3M transferred its interest in 3M HC to 3M HC. As a result of this transaction, 3M HC became wholly owned by the Company. The transfer resulted in an increase in 3M Company shareholders' equity and a decrease in noncontrolling interest of \$24 million in the second quarter of 2010.

3M also acquired the remaining noncontrolling interest of a previously majority owned subsidiary for an immaterial amount during the first half of 2010. In addition, as discussed in Note 2, in October 2010 3M acquired a controlling interest in Cogent Inc. via a tender offer and in December 2010 completed a second-step merger for the same amount per outstanding share as the tender offer, thereby acquiring the remaining noncontrolling interest in Cogent Inc. The resulting October 2010 increase and December 2010 decrease in noncontrolling interest associated with the Cogent Inc. transactions are presented netting to zero with respect to the amount impacting noncontrolling interest in the consolidated

statement of changes in equity. However, the December 2010 transaction resulted in an immaterial transfer from noncontrolling interest to 3M Company shareholders' equity.

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The following table summarizes the effects of the 2010 and 2009 transactions on equity attributable to 3M Company shareholders for the respective periods.

(Millions)	2010	2009
Net income attributable to 3M	\$ 4,085	\$ 3,193
Transfer from (to) noncontrolling interest	43	(81)
Change in 3M Company shareholders' equity from net income attributable to 3M and transfers from (to) noncontrolling interest	\$ 4,128	\$ 3,112

NOTE 7. Supplemental Cash Flow Information

(Millions)	2011	2010	2009
Cash income tax payments, net of refunds	\$ 1,542	\$ 1,509	\$ 834
Cash interest payments	219	178	233
Capitalized interest	19	17	27

Cash interest payments include interest paid on debt and capital lease balances, including net interest payments/receipts related to accreted debt discounts/premiums, as well as net interest payments/receipts associated with interest rate swap contracts.

Individual amounts in the Consolidated Statement of Cash Flows exclude the impacts of acquisitions, divestitures and exchange rate impacts, which are presented separately. Other net in the Consolidated Statement of Cash Flows within operating activities in 2011, 2010 and 2009 includes changes in liabilities related to 3M's restructuring actions (Note 4).

Transactions related to investing and financing activities with significant non-cash components are as follows:

- During 2010, Sumitomo 3M purchased a portion of its shares held by its noncontrolling interest, Sumitomo Electric Industries, Ltd. (SEI), by paying cash of 5.8 billion Japanese Yen and entering into a note payable to SEI of 17.4 billion Japanese Yen. The cash paid as a result of the purchase of Sumitomo 3M shares from SEI was classified as other financing activity in the consolidated statement of cash flows. The remainder of the purchase financed by the note payable to SEI was considered non-cash financing activity in the first quarter of 2010. This is described in Note 6 in the section entitled "Purchase and Sale of Subsidiary Shares and Transfers of Ownership Interests Involving Non-Wholly Owned Subsidiaries".

- Also in 2010, as discussed in Note 2, the Company recorded a financed liability of 1.7 billion Japanese Yen related to the A-One acquisition.

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- During 2009, 3M recorded a capital lease asset and obligation of approximately \$50 million related to an IT investment with an amortization period of seven years and contributed \$600 million to its U.S. defined benefit pension plan in shares of the Company's common stock.

Table of Contents**NOTE 8. Income Taxes****Income Before Income Taxes**

(Millions)	2011	2010	2009
United States	\$ 2,516	\$ 2,778	\$ 2,338
International	3,515	2,977	2,294
Total	\$ 6,031	\$ 5,755	\$ 4,632

Provision for Income Taxes

(Millions)	2011	2010	2009
Currently payable			
Federal	\$ 431	\$ 837	\$ 88
State	51	73	13
International	861	796	586
Deferred			
Federal	181	55	489
State	12	43	56
International	138	(212)	156
Total	\$ 1,674	\$ 1,592	\$ 1,388

Components of Deferred Tax Assets and Liabilities

(Millions)	2011	2010
Deferred tax assets:		
Accruals not currently deductible		
Employee benefit costs	\$ 96	\$ 99
Product and other claims	155	148
Miscellaneous accruals	173	175
Pension costs	1,183	724
Stock-based compensation	483	501
Net operating/capital loss carryforwards	392	437
Foreign tax credits	286	281
Other - net	49	46
Gross deferred tax assets	2,817	2,411
Valuation allowance	(82)	(128)
Total deferred tax assets	\$ 2,735	\$ 2,283
Deferred tax liabilities:		
Product and other insurance receivables	\$ (63)	\$ (59)
Accelerated depreciation	(745)	(695)
Intangible amortization	(798)	(823)
Total deferred tax liabilities	(1,606)	(1,577)

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Net deferred tax assets	\$	1,129	\$	706
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The net deferred tax assets are included as components of Other Current Assets, Other Assets, Other Current Liabilities, and Other Liabilities within the Consolidated Balance Sheet. See Note 5 Supplemental Balance Sheet Information for further details.

As of December 31, 2011, the Company had tax effected federal, state, and international operating loss, capital loss, and tax credit carryovers of approximately \$17 million, \$9 million, and \$366 million (before valuation allowances). The federal tax attribute carryovers will expire after eighteen to nineteen years, the state after five to ten years, and the majority of international after eight years with the remaining international expiring in one year or with an indefinite carryover period. The tax attributes being carried over arise as certain jurisdictions may have tax losses or may have inabilities to utilize certain losses without the same type of taxable income. The Company has provided \$82 million of valuation allowance against certain of these deferred tax assets based on management's determination that it is more-likely-than-not that the tax benefits related to these assets will not be realized. The valuation allowance has decreased from prior year due mainly to a change in tax law in certain jurisdictions extending the carryforward period for which these tax attributes can be used to reduce the same type of taxable income. It is reasonably possible that the valuation allowance will be reduced within the next 12 months as a result of the potential closure of audits with certain taxing authorities.

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During 2011, the Company contributed \$517 million to its U.S. and international pension plans and \$65 million to its postretirement plans. During 2010, the Company contributed \$556 million to its U.S. and international pension plans and \$62 million to its postretirement plans. During 2009, the Company contributed \$1.259 billion to its U.S. and international pension plans and \$133 million to its postretirement plans. Of this 2009 amount, \$600 million was contributed in shares of the Company's common stock to the Company's principal U.S. qualified pension plan. The current income tax provision includes a benefit for the pension contributions; the deferred tax provision includes a cost for the related temporary difference.

Reconciliation of Effective Income Tax Rate

	2011	2010	2009
Statutory U.S. tax rate	35.0%	35.0%	35.0%
State income taxes net of federal benefit	0.7	1.2	1.0
International income taxes net	(4.6)	(7.1)	(5.3)
U.S. research and development credit	(0.5)	(0.2)	(0.3)
Reserves for tax contingencies	(1.2)	(0.5)	0.8
Medicare Modernization Act, one-time charge		1.5	
Domestic Manufacturer's deduction	(1.5)	(1.4)	(0.5)
All other net	(0.1)	(0.8)	(0.7)
Effective worldwide tax rate	27.8%	27.7%	30.0%

The effective tax rate for 2011 was 27.8 percent, compared to 27.7 percent in 2010, an increase of 0.1 percent. The year-on-year change in international income taxes increased the effective tax rate for 2011 when compared to 2010 by approximately 2.5 percent, which includes a partial offsetting benefit from the corporate reorganization of a wholly owned international subsidiary in 2011. This 2.5 percent net increase was due primarily to certain 2010 tax benefits, which did not repeat in 2011, related to net operating losses partially offset by a valuation allowance resulting from the 2010 corporate alignment transactions that allowed the Company to increase its ownership of a foreign subsidiary. These transactions are described in the section of Note 6 entitled "Purchase and Sale of Subsidiary Shares and Transfers of Ownership Interest Involving Non-Wholly Owned Subsidiaries". Other significant items impacting the year-on-year comparison include a one-time 2010 income tax charge of \$84 million (discussed further below), which benefited the 2011 tax rate when compared to 2010 by 1.5 percent, as this charge did not repeat in 2011. The Company's effective tax rate also benefited during 2011 when compared to 2010 by approximately 0.7 percent from adjustments to its income tax reserves.

The effective tax rate for 2010 was 27.7 percent, compared to 30.0 percent in 2009, a decrease of 2.3 percent. This included an approximately 1.8 percent decrease related to the year-on-year change in international income taxes, due primarily to the 2010 corporate alignment transactions discussed above. Additionally, the Company's effective tax rate benefited in 2010 compared to 2009 by approximately 1.3 percent from adjustments to its income tax reserves, and by approximately 0.9 percent from additional Domestic Manufacturer's deductions. These benefits were partially offset by a 1.5 percent increase related to the one-time 2010 income tax charge of \$84 million (discussed below).

Under a Federal program (Medicare Modernization Act) that was established to encourage companies to provide retiree prescription drug coverage, many companies, including 3M, received a tax-advantaged subsidy. The tax advantage of the subsidy was eliminated by the Patient Protection and Affordable Care Act (H.R. 3590), including modifications included in the Health Care and Education Reconciliation Act of 2010 (collectively, the Act), which were enacted in March 2010. Although the elimination of this tax advantage does not take effect until 2013 under the Act, 3M was required to recognize the full accounting impact in its financial statements in the period in which the Act was signed. Because future anticipated retiree health care liabilities and related tax subsidies are already reflected in 3M's financial statements, the change in law resulted in a reduction of the value of the company's deferred tax asset related to the subsidy. This reduction in value resulted in a one-time non-cash income tax charge to 3M's earnings in 2010 of approximately \$84 million, or 12 cents per diluted share.

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The Company files income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2003.

The IRS completed its field examination of the Company's U.S. federal income tax returns for the years 2005 through 2007 in the fourth quarter of 2009. The Company protested certain IRS positions within these tax years and entered into the administrative appeals process with the IRS during the first quarter of 2010. During the first quarter of 2010, the IRS completed its field examination of the Company's U.S. federal income tax return for the 2008 year. The

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Company protested certain IRS positions for 2008 and entered into the administrative appeals process with the IRS during the second quarter of 2010. During the first quarter of 2011, the IRS completed its field examination of the Company's U.S. federal income tax return for the 2009 year. The Company protested certain IRS positions for 2009 and entered into the administrative appeals process with the IRS during the second quarter of 2011. Currently, the Company is under examination by the IRS for its U.S. federal income tax returns for the years 2010 and 2011. It is anticipated that the IRS will complete its examination of the Company for 2010 by the end of the first quarter of 2012, and for 2011 by the end of the first quarter of 2013. As of December 31, 2011, the IRS has not proposed any significant adjustments to the Company's tax positions for which the Company is not adequately reserved.

During the first quarter of 2010, the Company paid the agreed upon assessments for the 2005 tax year. During the second quarter of 2010, the Company paid the agreed upon assessments for the 2008 tax year. During the second quarter of 2011, the Company received a refund from the IRS for the 2004 tax year. Payments relating to other proposed assessments arising from the 2005 through 2011 examinations may not be made until a final agreement is reached between the Company and the IRS on such assessments or upon a final resolution resulting from the administrative appeals process or judicial action. In addition to the U.S. federal examination, there is also limited audit activity in several U.S. state and foreign jurisdictions.

3M anticipates changes to the Company's uncertain tax positions due to the closing of various audit years in the next 12 months that include material unrecognized tax benefits. The Company believes that the closing of those years will result in a decrease in the Company's uncertain tax positions as a result of both cash payments and adjustments to previously recorded income tax reserves. Currently, the Company is not able to reasonably estimate the amount by which the liability for unrecognized tax benefits will increase or decrease during the next 12 months as a result of the ongoing income tax authority examinations.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits (UTB) is as follows:

Federal, State and Foreign Tax

(Millions)	2011		2010		2009	
Gross UTB Balance at January 1	\$	622	\$	618	\$	557
Additions based on tax positions related to the current year		92		128		121
Additions for tax positions of prior years		69		142		164
Reductions for tax positions of prior years		(123)		(161)		(177)
Settlements		9		(51)		
Reductions due to lapse of applicable statute of limitations		(75)		(54)		(47)
Gross UTB Balance at December 31	\$	594	\$	622	\$	618
Net UTB impacting the effective tax rate at December 31	\$	295	\$	394	\$	425

The total amount of unrecognized tax benefits, if recognized, would affect the effective tax rate by \$295 million as of December 31, 2011, \$394 million as of December 31, 2010, and \$425 million as of December 31, 2009. The ending net UTB results from adjusting the gross balance for items such as Federal, State, and non-U.S. deferred items, interest and penalties, and deductible taxes. The net UTB is included as components of Other Current Assets, Other Assets, and Other Liabilities within the Consolidated Balance Sheet.

The Company recognizes interest and penalties accrued related to unrecognized tax benefits in tax expense. The Company recognized in the consolidated statement of income on a gross basis approximately \$1 million of benefit, \$9 million of benefit, and \$6 million of expense in 2011, 2010, and 2009, respectively. At December 31, 2011 and December 31, 2010, accrued interest and penalties in the consolidated balance sheet on a gross basis were \$56 million and \$52 million, respectively. Included in these interest and penalty amounts are interest and penalties related to tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. Because of the impact of deferred tax accounting, other than interest and penalties, the disallowance of the shorter deductibility period would not affect the annual effective tax rate but would accelerate the payment of cash to the taxing authority to an earlier period.

As a result of certain employment commitments and capital investments made by 3M, income from manufacturing activities in China, Taiwan, Korea, Brazil, and Singapore is subject to reduced tax rates or, in some cases, is exempt from tax for years through 2013, 2016, 2018, 2023, and 2023, respectively. The income tax benefits attributable to

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the tax status of these subsidiaries are estimated to be \$77 million (11 cents per diluted share) in 2011, \$69 million (10 cents per diluted share) in 2010, and \$50 million (7 cents per diluted share) in 2009.

The Company has not provided deferred taxes on unremitted earnings attributable to international companies that have been considered to be reinvested indefinitely. These earnings relate to ongoing operations and were approximately \$7.1 billion as of December 31, 2011. Because of the availability of U.S. foreign tax credits, it is not practicable to determine the income tax liability that would be payable if such earnings were not indefinitely reinvested.

NOTE 9. Marketable Securities

The Company invests in agency securities, corporate securities, asset-backed securities, treasury securities and other securities. The following is a summary of amounts recorded on the Consolidated Balance Sheet for marketable securities (current and non-current).

(Millions)	Dec. 31, 2011	Dec. 31, 2010
U.S. government agency securities	\$ 119	\$ 246
Foreign government agency securities	8	52
Corporate debt securities	413	280
Commercial paper	30	55
Certificates of deposit/time deposit	49	29
U.S. treasury securities		55
U.S. municipal securities	9	20
Asset-backed securities:		
Automobile loan related	530	253
Credit card related	244	79
Equipment lease related	54	24
Other	5	8
Asset-backed securities total	833	364
Current marketable securities	\$ 1,461	\$ 1,101
U.S. government agency securities	\$ 361	\$ 63
Foreign government agency securities	15	3
Corporate debt securities	255	192
U.S. treasury securities	34	44
U.S. municipal securities	5	3
Auction rate securities	4	7
Asset-backed securities:		
Automobile loan related	188	144
Credit card related	24	70
Equipment lease related	10	14
Asset-backed securities total	222	228

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Non-current marketable securities	\$	896	\$	540
Total marketable securities	\$	2,357	\$	1,641

Classification of marketable securities as current or non-current is dependent upon management's intended holding period, the security's maturity date and liquidity considerations based on market conditions. If management intends to hold the securities for longer than one year as of the balance sheet date, they are classified as non-current. At December 31, 2011, gross unrealized losses totaled approximately \$12 million (pre-tax), while gross unrealized gains totaled approximately \$3 million (pre-tax). At December 31, 2010, gross unrealized losses totaled approximately \$9 million (pre-tax), while gross unrealized gains totaled approximately \$5 million (pre-tax). Gross realized gains on sales or maturities of marketable securities were not material in 2011, 2010 and 2009. Gross realized losses on sales or maturities of marketable securities were not material in 2011 and 2010, and totaled \$3 million in 2009. Cost of securities sold use the first in, first out (FIFO) method. Since these marketable securities are classified as available-for-sale securities, changes in fair value will flow through other comprehensive income, with amounts reclassified out of other comprehensive income into earnings upon sale or other-than-temporary impairment.

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3M reviews impairments associated with its marketable securities in accordance with the measurement guidance provided by ASC 320, *Investments-Debt and Equity Securities*, when determining the classification of the impairment as temporary or other-than-temporary. A temporary impairment charge results in an unrealized loss being recorded in the other comprehensive income component of shareholders' equity. Such an unrealized loss does not reduce net income attributable to 3M for the applicable accounting period because the loss is not viewed as other-than-temporary. The factors evaluated to differentiate between temporary and other-than-temporary include the projected future cash flows, credit ratings actions, and assessment of the credit quality of the underlying collateral, as well as other factors.

The balance at December 31, 2011 for marketable securities by contractual maturity are shown below. Actual maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties.

(Millions)	Dec. 31, 2011	
Due in one year or less	\$	867
Due after one year through three years		1,339
Due after three years through five years		138
Due after five years		13
Total marketable securities	\$	2,357

3M has a diversified marketable securities portfolio of \$2.357 billion as of December 31, 2011. Within this portfolio, current and long-term asset-backed securities (estimated fair value of \$1.055 billion) are primarily comprised of interests in automobile loans and credit cards. At December 31, 2011, the asset-backed securities credit ratings were AAA or A-1+, with the exception of two securities (one rated AAA/A3 and one rated AAA/A1) with a fair market value of less than \$7 million.

3M's marketable securities portfolio includes auction rate securities that represent interests in investment grade credit default swaps; however, currently these holdings comprise less than one percent of this portfolio. The estimated fair value of auction rate securities are \$4 million and \$7 million as of December 31, 2011 and 2010, respectively. Gross unrealized losses within accumulated other comprehensive income related to auction rate securities totaled \$9 million (pre-tax) and \$6 million (pre-tax) as of December 31, 2011 and 2010, respectively. As of December 31, 2011, auction rate securities associated with these balances have been in a loss position for more than 12 months. Since the second half of 2007, these auction rate securities failed to auction due to sell orders exceeding buy orders. Liquidity for these auction-rate securities is typically provided by an auction process that resets the applicable interest rate at pre-determined intervals, usually every 7, 28, 35, or 90 days. The funds associated with failed auctions will not be accessible until a successful auction occurs or a buyer is found outside of the auction process. Refer to Note 13 for a table that reconciles the beginning and ending balances of auction rate securities.

Table of Contents**NOTE 10. Long-Term Debt and Short-Term Borrowings**

The following debt tables reflect interest rates, including the effects of interest rate swaps, as of December 31, 2011. Long-term debt and short-term borrowings as of December 31 consisted of the following:

Long-Term Debt

(Millions) Description / 2011 Principal Amount	Currency/ Fixed vs. Floating	Effective Interest Rate	Final Maturity Date	2011	2010
Eurobond (775 million Euros)	Euro Fixed	4.30%	2014	\$ 1,017	\$ 1,055
Medium-term note (\$1 billion)	USD Fixed	1.62%	2016	992	
Medium-term note (\$850 million)	USD Fixed	4.42%	2013	849	849
Medium-term note	USD Floating	%			806
30-year bond (\$750 million)	USD Fixed	5.73%	2037	747	747
Medium-term note (\$500 million)	USD Fixed	4.67%	2012	500	500
Eurobond (250 million Euros)	Euro Floating	1.92%	2014	347	357
30-year debenture (\$330 million)	USD Fixed	6.01%	2028	348	349
Convertible notes	USD Fixed	%			226
Japan borrowing	JPY Floating	%			142
Canada borrowing	CAD Floating	%			101
Floating rate note (\$97 million)	USD Floating	0.22%	2041	97	100
Floating rate note (\$59 million)	USD Floating	0.20%	2044	59	60
Other borrowings	Various	0.70%	2012-2040	91	76
Total long-term debt				\$ 5,047	\$ 5,368
Less: current portion of long-term debt				563	1,185
Long-term debt (excluding current portion)				\$ 4,484	\$ 4,183

Short-Term Borrowings and Current Portion of Long-Term Debt

(Millions)	Effective Interest Rate	2011	2010
Current portion of long-term debt	4.19%	\$ 563	\$ 1,185
U.S. dollar commercial paper			
Other borrowings	4.93%	119	84
Total short-term borrowings and current portion of long-term debt		\$ 682	\$ 1,269

The following weighted-average effective interest rate table reflects the combined effects of interest rate and currency swaps at December 31, 2011 and 2010.

Weighted-Average Effective Interest Rate

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At December 31	Total	
	2011	2010
Short-term	4.32%	2.41%
Long-term	3.76%	4.22%

Maturities of long-term debt for the five years subsequent to December 31, 2011 are as follows (in millions):

	2012		2013		2014		2015		2016		After 2016		Total
\$	563	\$	927	\$	1,463	\$	2	\$	995	\$	1,097	\$	5,047

Long-term debt payments due in 2012 include \$59 million of floating rate notes. The floating rate notes are classified as current portion of long-term debt as the result of put provisions associated with these debt instruments. As a result of put provisions, long-term debt payments due in 2013 include floating rate notes totaling \$73 million (included in other borrowings in the long-term debt table), and in 2014 include floating rate notes totaling \$97 million.

The floating rate notes contain put provisions granting the holders the option to require 3M to repurchase the securities on certain dates. Under the terms of the floating rate notes due in 2044, holders have an annual put feature. 3M would be required to repurchase these securities at a discount to par ranging from 98 percent to 99 percent up until 2013, and at 100 percent of par value from 2014 and every anniversary thereafter until final maturity. Under the terms of the floating rate notes due in 2027, 2040, and 2041, holders have put options that commence ten

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years after the date of issuance and each third anniversary thereafter until final maturity. 3M would be required to repurchase these securities at various prices, ranging from 99 percent to 100 percent of par value according to the redemption schedules for each security. In 2011, 2010, 2009 and 2008, 3M was required to repurchase an immaterial amount of principal on the aforementioned floating rate notes.

Significant borrowings that were partially or fully repaid in 2011 included the \$800 million medium-term note, the final redemption of Convertible Notes, the remaining portion of the 17.4 billion Japanese Yen loan, and the remaining portion of the \$201 million Canadian Dollar loan. The primary borrowing in 2011 related to the five-year \$1 billion fixed rate note debt issuance in September 2011. Additional details on the Japanese Yen loan, Canadian loan, Convertible Notes redemption, and \$1 billion debt issuance follow.

During the first quarter of 2010, the Company entered into a floating rate note payable of 17.4 billion Japanese Yen (approximately \$188 million based on applicable exchange rates at that time) in connection with the purchase of additional interest in the Company's Sumitomo 3M Limited subsidiary as discussed in Note 6. This note was due in three equal installments of 5.8 billion Japanese Yen, with installments paid on September 30, 2010, March 30, 2011, and September 30, 2011. Interest on the note was based on the three-month Tokyo Interbank Offered Rate (TIBOR) plus 40 basis points.

In the fourth quarter of 2010, the Company entered into a 100.5 million Canadian Dollar loan, with four equal installments due in April 2011, July 2011, October 2011 and January 2012. During March 2011, this loan agreement was amended to increase the loan amount to 201 million Canadian Dollars and to allow for repayment of the total loan in July 2012, instead of in four equal installments. However, 3M had the option to repay the principal amount of this loan before July 2012. All other terms and conditions of the loan agreement remained in full force. In the third quarter and fourth quarter of 2011, 3M repaid principal of 50.25 million Canadian Dollars and 150.75 million Canadian Dollars, respectively, resulting in this loan being paid in full as of December 31, 2011.

In September 2011, 3M redeemed all remaining Convertible Notes, which were otherwise due in 2032. As a result, in September 2011, 3M paid out cash of approximately \$227 million (with no gain or loss on extinguishment). Of this amount, \$24 million was classified as cash flow for operating activities (for accretion/accreted interest on debt), with the remainder classified as cash flows from financing activities (repayment of debt). As background, 3M sold \$639 million in aggregate face amount of 30-year zero-coupon senior notes (Convertible Notes) on November 15, 2002, which were convertible into shares of 3M common stock. The gross proceeds from the offering were \$550 million (\$540 million net of issuance costs). The face amount at maturity was subsequently reduced by investor put exercises that occurred in November 2005 and 2007. If the conditions for conversion were met, 3M could have chosen to pay in cash and/or common stock; however, if this occurred, the Company had the intent and ability to settle this debt security in cash. Accordingly, there was no impact on diluted earnings per share attributable to 3M common shareholders.

The Company has a well-known seasoned issuer shelf registration statement, effective August 5, 2011, which registers an indeterminate amount of debt or equity securities for future sales. The Company intends to use the proceeds from future securities sales off this shelf for general corporate purposes. This replaced 3M's previous shelf registration dated February 17, 2009. In September 2011, in connection with the August 5, 2011 well-known seasoned issuer registration statement, 3M established a \$3 billion medium-term notes program (Series F), from which 3M issued a five-year \$1 billion fixed rate note with a coupon rate of 1.375%. Proceeds were used for general corporate purposes, including repayment in November 2011 of \$800 million (principal amount) of medium-term notes.

In connection with a prior well-known seasoned issuer shelf registration, in June 2007 the Company established a \$3 billion medium-term notes program. Three debt securities were issued under this medium-term notes program. First, in December 2007, 3M issued a five-year, \$500 million, fixed rate note with a coupon rate of 4.65%. Second, in August 2008, 3M issued a five-year, \$850 million, fixed rate note with a coupon

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rate of 4.375%. Third, in October 2008, the Company issued a three-year \$800 million, fixed rate note with a coupon rate of 4.50%. The Company entered into interest rate swaps to convert this \$800 million note to a floating rate. This three-year fixed rate note and related interest rate swaps matured in the fourth quarter of 2011.

The Company also issued notes under a \$1.5 billion medium-term note program established in December 2003. In March 2007, the Company issued a 30-year, \$750 million, fixed rate note with a coupon rate of 5.70%. In November 2006, 3M issued a three-year, \$400 million, fixed rate note. The Company entered into an interest rate swap to convert this to a rate based on a floating LIBOR index. Both the note and related swap matured in November 2009. In December 2004, 3M issued a 40-year, \$60 million floating rate note, with the rate based on a

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floating LIBOR index. This \$1.5 billion medium term note program was replaced by the \$3 billion program established in June 2007.

In July 2007, 3M issued a seven-year 5.0% fixed rate Eurobond for an amount of 750 million Euros (book value of approximately \$1.006 billion in U.S. Dollars at December 31, 2011). In addition, in December 2007, 3M reopened its existing seven year 5.0% fixed rate Eurobond for an additional amount of 275 million Euros (book value of approximately \$358 million in U.S. Dollars at December 31, 2011). This security was issued at a premium and was subsequently consolidated with the original security in January 2008. Upon the initial debt issuance in July 2007, 3M completed a fixed-to-floating interest rate swap on a notional amount of 400 million Euros as a fair value hedge of a portion of the fixed interest rate Eurobond obligation. In August 2010, the Company terminated 150 million Euros of the notional amount of this swap. As a result, the notional amount remaining after the partial termination is 250 million Euros. The termination of a portion of this swap did not impact the terms of the remaining portion. After these swaps, the fixed rate portion of the Eurobond totaled 775 million Euros and the floating rate portion totaled 250 million Euros.

The Company has an AA- credit rating, with a stable outlook, from Standard & Poor's and an Aa2 credit rating, with a stable outlook, from Moody's Investors Service. In August 2011, 3M entered into a \$1.5 billion, five-year multi-currency revolving credit agreement, which replaced the existing agreement that was due to expire in April 2012. This credit agreement includes a provision under which 3M may request an increase of up to \$500 million, bringing the total facility up to \$2 billion (at the lenders' discretion). This facility was undrawn at December 31, 2011. Also, in August 2011, 3M entered into a \$200 million, one-year committed line/letter of credit agreement with HSBC Bank USA. This agreement replaced the sublimit for letters of credit that was previously encompassed in the \$1.5 billion five-year facility. As of December 31, 2011, available committed credit facilities, including the preceding \$1.5 billion five-year credit facility and \$200 million facility, totaled approximately \$1.785 billion worldwide. The amount utilized against these credit facilities totaled \$147 million as of December 31, 2011. This included \$121 million in letters of credit issued under the \$200 million facility, \$18 million in international lines of credit and \$8 million in U.S. lines of credit outstanding with other banking partners. An additional approximately \$100 million in stand-alone letters of credit was also issued and outstanding at December 31, 2011. These lines/letters of credit are utilized in connection with normal business activities. Under both the \$1.5 billion and \$200 million credit agreements, the Company is required to maintain its EBITDA to Interest Ratio as of the end of each fiscal quarter at not less than 3.0 to 1. This is calculated (as defined in the agreement) as the ratio of consolidated total EBITDA for the four consecutive quarters then ended to total interest expense on all funded debt for the same period. At December 31, 2011, this ratio was approximately 40 to 1. Debt covenants do not restrict the payment of dividends.

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NOTE 11. Pension and Postretirement Benefit Plans

3M has company-sponsored retirement plans covering substantially all U.S. employees and many employees outside the United States. In total, 3M has over 65 plans in 25 countries. Pension benefits associated with these plans generally are based on each participant's years of service, compensation, and age at retirement or termination. The U.S. defined-benefit pension plan was closed to new participants effective January 1, 2009. The Company also provides certain postretirement health care and life insurance benefits for substantially all of its U.S. employees who reach retirement age while employed by the Company. Most international employees and retirees are covered by government health care programs. The cost of company-provided postretirement health care plans for international employees is not material and is combined with U.S. amounts in the tables that follow.

The Company's pension funding policy is to deposit with independent trustees amounts allowable by law. Trust funds and deposits with insurance companies are maintained to provide pension benefits to plan participants and their beneficiaries. There are no plan assets in the non-qualified plan due to its nature. For its U.S. postretirement health care and life insurance benefit plans, the Company has set aside amounts at least equal to annual benefit payments with an independent trustee.

In August 2006, the Pension Protection Act (PPA) was signed into law in the U.S. The PPA transition rules increased the funding target for defined benefit pension plans to 100% of the target liability by 2011. 3M's U.S. qualified defined benefit plan does not have a mandatory cash contribution because the Company has a significant credit balance from previous discretionary contributions that can be applied to any PPA funding requirements.

In 2008, the Company made modifications to its U.S. postretirement benefits plan. The changes were effective beginning January 1, 2009, and allow current retired employees and employees who retire before January 1, 2013 the option to continue on the existing postretirement plans or elect the new plans. Current employees who retire after December 31, 2012, will receive a savings account benefits-based plan. In 2009, the Company made further modifications to its U.S. postretirement benefit plan. The changes were effective beginning January 1, 2010, and limit the amount of medical inflation absorbed by the Company to three percent a year. As a result, as of the December 31, 2009 measurement date, the Accumulated Postretirement Benefit Obligation (APBO) was reduced by \$168 million.

In the fourth quarter of 2010, the Company made further changes to its U.S. postretirement benefit plans. As a result of these changes, the Company will transition all current and future retirees to the savings account benefits-based plan announced in 2008. These changes become effective beginning January 1, 2013, for all Medicare eligible retirees and their Medicare eligible dependents and January 1, 2015, for all non-Medicare eligible retirees and their eligible dependents. As a result, as of the December 31, 2010 measurement date, the APBO increased by \$69 million.

In the second quarter 2010, 3M's Brazilian subsidiary received approval from the government in Brazil to freeze its defined benefit pension plan. Effective March 31, 2010, participants in this subsidiary's pension plan no longer accrue additional pension benefits. As a result, the Company recorded a \$22 million curtailment gain in the second quarter of 2010.

During the second quarter of 2009, the Company offered a voluntary early retirement incentive program to certain eligible participants of its U.S. pension plans who met age and years of pension service requirements. The eligible participants who accepted the offer and retired by

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June 1, 2009, received an enhanced pension benefit. Pension benefits were enhanced by adding one additional year of pension service and one additional year of age for certain benefit calculations. Approximately 700 participants accepted the offer and retired by June 1, 2009. As a result, the Company incurred a \$21 million charge related to these special termination benefits.

During 2009, 3M Sumitomo (Japan) experienced a higher number of retirements than normal, largely due to early retirement incentive programs, which required eligible employees who elected to leave the Company to retire by September 2009. Participants in the Japan pension plan had the option of receiving cash lump sum payments when exiting the plan, which a number of participants exiting the pension plan elected to receive. In accordance with ASC 715, *Compensation - Retirement Benefits*, settlement accounting is required when the lump sum distributions in a year are greater than the sum of the annual service and interest costs. Due to the large number of lump sum payment elections in 2009, the Company incurred \$17 million of settlement charges.

3M was informed during the first quarter of 2009 that the general partners of WG Trading Company, in which 3M's benefit plans hold limited partnership interests, are the subject of a criminal investigation as well as civil proceedings by the SEC and CFTC (Commodity Futures Trading Commission). In March 2011, over the objections of 3M and six

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other limited partners of WG Trading Company, the district court judge ruled in favor of the court appointed receiver's proposed distribution plan. In April 2011, the 3M benefit plans received their share under the court-ordered distribution plan. 3M and six other limited partners of WG Trading Company have appealed the court's order to the United States Court of Appeals for the Second Circuit. The benefit plan trustee holdings of WG Trading Company interests were adjusted to reflect the decreased estimated fair market value, inclusive of estimated insurance proceeds, as of the annual measurement dates. The Company has insurance that it believes, based on what is currently known, will result in the recovery of a portion of the decrease in original asset value. As of the 2011 measurement date these holdings represented less than one percent of 3M's fair value of total plan assets. 3M currently believes that the resolution of these events will not have a material adverse effect on the consolidated financial position of the Company.

In December 2011, the Company began offering a voluntary early retirement incentive program to certain eligible participants of its U.S. pension plans who meet age and years of pension service requirements. The eligible participants who accept the offer and retire on February 1, 2012, receive an enhanced pension benefit. Pension benefits are enhanced by adding one additional year of pension service and one additional year of age for certain benefit calculations. Subsequent to year-end, 616 participants accepted the offer and retired on February 1, 2012. As a result, the Company will incur a \$26 million charge related to these special termination benefits in the first quarter of 2012.

Following is a reconciliation of the beginning and ending balances of the benefit obligation and the fair value of plan assets as of December 31:

(Millions)	Qualified and Non-qualified Pension Benefits				Postretirement Benefits	
	United States		International		2011	2010
	2011	2010	2011	2010		
Change in benefit obligation						
Benefit obligation at beginning of year	\$ 12,319	\$ 11,391	\$ 4,912	\$ 4,685	\$ 1,828	\$ 1,579
Acquisitions			48	4		
Service cost	206	201	124	105	61	55
Interest cost	626	638	261	241	92	88
Participant contributions			5	4	56	59
Foreign exchange rate changes			(84)	16	(9)	6
Plan amendments	8		(31)	(75)		69
Actuarial (gain) loss	2,022	760	318	167	228	125
Medicare Part D Reimbursement					7	13
Benefit payments	(680)	(668)	(221)	(194)	(155)	(166)
Settlements, curtailments, special termination benefits and other	(2)	(3)		(41)		
Benefit obligation at end of year	\$ 14,499	\$ 12,319	\$ 5,332	\$ 4,912	\$ 2,108	\$ 1,828
Change in plan assets						
Fair value of plan assets at beginning of year	\$ 11,575	\$ 10,493	\$ 4,355	\$ 3,897	\$ 1,149	\$ 1,075
Acquisitions			26	4		
Actual return on plan assets	972	1,463	272	360	94	119
Company contributions	237	290	280	266	65	62
Participant contributions			5	4	56	59
Foreign exchange rate changes			(74)	18		
Benefit payments	(680)	(668)	(221)	(194)	(155)	(166)
Settlements, curtailments, special termination benefits and other	(2)	(3)				
Fair value of plan assets at end of year	\$ 12,102	\$ 11,575	\$ 4,643	\$ 4,355	\$ 1,209	\$ 1,149
Funded status at end of year	\$ (2,397)	\$ (744)	\$ (689)	\$ (557)	\$ (899)	\$