

3M CO  
Form DEFA14A  
April 26, 2004

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

Minnesota Mining and Manufacturing Company

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(Name of Registrant as Specified In Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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[The following letter was sent by 3M Company to certain institutional holders of 3M common stock beginning April 26, 2004.]

April 23, 2004

Dear Stockholder:

Institutional Shareholder Services (ISS) has informed the Company that they will recommend a withhold vote for this year's nominees, including me. They do not base this recommendation on any problem they have with 3M's performance, my conduct as CEO, or on the performance of the other nominees. Instead, they base this recommendation solely on their claim that, in the words of their policy, the board ignored a stockholder proposal [concerning poison pills] that was approved by a majority of the votes cast for two consecutive years. In fact, not only is the ISS claim untrue, but the ISS position is at odds with the staff of the SEC who explicitly concurred with our position. I wanted to bring this important matter to your attention and set the record straight on the actions taken by the board in response to the majority stockholder vote. Here are the facts:

- In 2002 and again last year, a stockholder submitted similar proposals relating to rights plans, or poison pills, notwithstanding the fact that 3M does not have and has never adopted a rights plan. The proposal submitted at the 2003 Annual Meeting of Stockholders requested that the Board of Directors redeem any poison pill previously issued (if applicable) and not adopt or extend any poison pill unless such adoption or extension has been submitted to a shareholder vote.
- Following the majority vote on that proposal, 3M's Board of Directors adopted and reaffirmed the policy originally adopted in 2002 in a Board resolution. Under our policy, 3M will submit any poison pill to a stockholder vote unless the Board, exercising its fiduciary duties under Delaware law, determines that such a submission would not be in the interests of stockholders under the circumstances.
- 3M received an opinion from its Delaware counsel that this policy implemented the stockholder proposal to the furthest extent permitted under Delaware law.
- **Based on our adoption of this policy, the SEC staff allowed 3M to exclude a similar proposal on poison pills from this year's proxy statement on the grounds that 3M had substantially implemented the stockholder proposal.**

Beyond the fact that ISS is both mistaken and at odds with the SEC staff, their proposed remedy to withhold authority from directors who have done an excellent job makes no sense in the context of this Company and Board.

I hope you agree, as does the SEC staff, that the Board did not ignore the majority vote on the stockholder proposal and that it would be inappropriate under these circumstances for you to withhold authority from the nominees. I would welcome the opportunity to discuss the board's actions with you.

Sincerely,

/s/ W. James McNerney, Jr.

W. James McNerney, Jr.