



**3M Company**

**MMM NYSE**

**Chemicals - Specialty**

Market Capitalization USD: **\$51,100.48 mm**

**CONCERN LEVEL: HIGH**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Inge G. Thulin**

**Age: 58 CEO Since: 2012**

	2009	2010	2011
<b>Base Salary</b>	\$1,720,000	\$1,720,000	\$1,720,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$3,859,112	\$5,590,000	\$2,809,534
<b>Benefits and Perquisites</b>	\$322,289	\$632,673	\$578,986
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$5,901,401</b>	<b>\$7,942,673</b>	<b>\$5,108,520</b>
<b>Increase in Post-Retirement Benefits</b>	\$943,165	\$3,970,767	\$11,295,403
<b>Stock Option Awards</b>	\$3,757,572	\$3,772,940	\$3,441,520
<b>Stock Awards</b>	\$4,333,655	\$8,022,714	\$5,546,295
<b>TOTAL COMPENSATION</b>	<b>\$14,935,793</b>	<b>\$23,709,094</b>	<b>\$25,391,738</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$3,702,087	\$5,243,006	\$5,103,260
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$2,809,961
<b>Value Realized on Vesting of Stock</b>	\$979,709	\$15,276,584	\$4,147,611
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$979,709</b>	<b>\$15,276,584</b>	<b>\$6,957,572</b>

**Proxy Date: 21 Mar 2012 Annual Meeting Date: 8 May 2012 Equity Reserves: 23.17% Stock Option Run Rate: 0.89%**

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## Performance Comparison

■ S&P500 ■ Industry ■ MMM



## Peer Comparisons (TRBC) = Basic Materials

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
MMM	3M Company	\$14,935,793	\$23,709,094	\$25,391,738	\$51,100,480,950
NEM	Newmont Mining Corporation	\$7,067,920	\$12,506,131	\$10,084,181	\$30,692,825,791
MON	Monsanto Company	\$9,133,836	\$13,172,341	\$11,568,670	\$32,105,493,782
FCX	Freeport-McMoRan Copper & Gold Inc.	\$27,622,333	\$39,535,534		\$28,862,958,789
DOW	Dow Chemical Company (The)	\$18,279,792	\$21,337,757	\$19,274,625	\$26,351,109,674
DD	E.I. du Pont de Nemours and Company	\$10,028,535	\$14,796,974	\$15,926,631	\$37,272,104,940
PX	Praxair, Inc.	\$10,184,304	\$15,326,642	\$18,647,027	\$28,380,616,992

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Avery Dennison Corporation, Honeywell International Inc., Caterpillar Inc., Illinois Tool Works Inc., Danaher Corp., Johnson & Johnson, Deere & Company, Kimberly-Clark Corporation, E.I. du Pont de Nemours and Company, Medtronic, Inc., Eaton Corporation, The Procter & Gamble Company, Ecolab Inc., Tyco International Ltd., Emerson Electric Co., United Technologies Corporation, General Electric Company

### Performance Peer Group

Industrial Production Index

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Vance D. Coffman	Chairman	67	Male	10	Outside Related
Aulana L. Peters	Member	70	Female	22	Outside Related
Edward M. Liddv	Member	66	Male	12	Outside Related
Robert J. Ulrich	Member	68	Male	4	Outside
Robert S. Morrison	Member	69	Male	10	Outside Related

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