

Domeck Brian  
 Form 4  
 December 20, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Domeck Brian

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PROGRESSIVE CORP/OH/ [PGR]

3. Date of Earliest Transaction (Month/Day/Year)

12/16/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Pres. & Chief / Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D) Price			
Common	12/16/2011		M		22,774	A	\$ 11.2842	193,747	D	
Common	12/16/2011		S		22,774	D	\$ 18.69 <u>(1)</u>	170,973	D	
Common								3,309.31	I	401(K) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
2002 Employee Option	\$ 11.2843 (2)	12/16/2011		M	17,932 (2)	(3) 12/31/2011	Common 17,932
2002 Employee Option	\$ 11.2843 (4)	12/16/2011		M	4,842	07/16/2003 12/31/2011	Common 4,842

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Domeck Brian 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Vice Pres. & Chief	Financial Officer

## Signatures

David M. Coffey, by Power of Attorney  
12/20/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.660 to \$18.721, inclusive. The reporting person undertakes to provide to The Progressive Corporation, any security holder of The Progressive Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Footnote 1.
- (2) This option previously was reported as an option covering 17,068 shares at an exercise price of \$11.8556 per share, and it has been adjusted by the Board of Directors pursuant to the terms of The Progressive Corporation 1995 Incentive Plan, as approved by shareholders, in connection with the \$1.00 per Common Share extraordinary dividend paid on December 29, 2010 to shareholders of record on December 20, 2010.
- (3) The option vests in three equal annual installments beginning January 1, 2005.

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- (4) This option previously was reported as an option covering 4,609 shares at an exercise price of \$11.8556 per share, and it has been adjusted by the Board of Directors pursuant to the terms of The Progressive Corporation 1995 Incentive Plan, as approved by shareholders, in connection with the \$1.00 per Common Share extraordinary dividend paid on December 29, 2010 to shareholders of record on December 20, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.