PROGRESSIVE CORP/OH/

Form 4

January 03, 2014

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16.

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

January 31, Expires: 2005 Estimated average

OMB APPROVAL

burden hours per

response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JARRETT CHARLES E			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
6300 WILSON MILLS ROAD			01/01/2014	_X_ Officer (give title Other (specify below) Vice Pres, Secretary & CLO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MAYFIELD VILLAGE, OH 44143				Form filed by More than One Reportin Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Sec	curitie	s Acquire	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities anor Disposed of (Instr. 3, 4 an	of (D) d 5) (A) or	red (A)	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)
Common	07/23/2013		G V	5,496.036	(D)	\$ 0	60,749	D	
Common	01/01/2014		D(1)	11,389	D	\$0	49,360	D	
Common	01/01/2014		F(2)	3,021	D	\$ 26.99	46,339	D	
Common	01/01/2014		M(3)	8,579.969	A	\$0	54,918.969	D	
Common							4,790.223	I	401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number on Derivative Acquired (Disposed o (Instr. 3, 4	e Securities (A) or of (D)	6. Date Exerc Expiration D (Month/Day/	Date	7. Title and 2. Underlying 3 (Instr. 3 and	Secui
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Deferred Comp Unit	\$ 0 (4)	01/01/2014		A(5)	19,037	(D)	<u>(6)</u>	<u>(7)</u>	Common	. 1
Restricted Stock Unit	<u>(8)</u>	01/01/2014		D(9)		7,648	<u>(9)</u>	(10)	Common	
Restricted Stock Unit	<u>(8)</u>	01/01/2014		M(11)		8,579.969	(12)	<u>(7)</u>	Common	8,:

Reporting Owners

Reporting Owner Name / Address	Keiauonsmps				
	Director	10% Owner	Officer	Other	

JARRETT CHARLES E 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Vice Pres, Secretary & CLO

Signatures

/s/ David M. Coffey, By Power of Attorney

01/03/2014

**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).
- The reporting person elected to defer receipt of Common Shares upon the vesting of previously granted restricted stock and restricted stock unit awards. This Form 4 reports disposition of such restricted shares and restricted stock units in exchange for an equal number of units under the appliable deferred compensation plan.
- (2) Delivery of shares to pay taxes upon vesting of restricted stock units that were not deferred.
- (3) Represents Common Shares issued upon the vesting of restricted stock unit awards, including dividend equivalent units on deferred awards. This Form 4 reports the disposition of such restricted stock units in exchange for an equal number of Common Shares.
- (4) 1 for 1.
- (5) See footnote 1.

Reporting Owners 2

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- (6) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
- (7) Expiration Date is the same as the Date Exercisable.
- (8) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- (9) See footnote 1.
- (10) See footnotes 1 and 6.
- (11) See footnote 3.
- (12) Units vested on January 1, 2014.

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.