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HEALY BERNADINE Form 4 April 24, 2003

FORM 4

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

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Name and Ad Healy Bernadia 			ne and Ticl sive Corpo		-	•	Pe	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 710 County Lir	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					tatement for nth/Day/Year 2 4/03	10	X Director 10% OwnerOfficer (give title below) Other (specify below)			
Gates Mills, Ol						Amendment, e of Original nth/Day/Year)	(C <u>X</u> Pe	 Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City) (State) (Zip)	Т	able	I Non-D	d of, or Beneficially Owned					
1. Title of2. Trans-2A. DeemedSecurityactionExecution(Instr. 3)DateDate,			(Instr. 8	Code)	4. Securitie (A) or Disp (Instr. 3, 4	posed of & 5)	(D)	5. Amount of Securities Beneficially		6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial
	(Month/ Day/ Year)	if any (Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		or Indirect (I) (Instr. 4)	(Instr. 4)
Common	04/23/03		A (1)		1,450	А			7,450	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially
	Owned
	(e.g., puts, calls, warrants, options, convertible securities)

		81	,		· •		,			
2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
sion or	Trans-	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
Price of	Date	Date,	Code	Derivati	(Malonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
Derivative		if any		Securiti	X ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	
	5	2	8)	(A) or				Reported	Security:	
	Year)	Year)		Dispose	d			Transaction(s)	Direct	
	sion or Exercise Price of Derivative	sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/	2. Conver-3.3A.sion orTrans-DeemedExerciseactionExecutionPrice ofDateDate,Derivativeif anySecurity(Month/Day/Day/	2. Conver-3.3A.4.sion orTrans-DeemedTrans-ExerciseactionExecutionactionPrice ofDateDate,CodeDerivativeif anySecurity(Month/Security(Month/(Instr.Day/Day/8)	2. Conver-3.3A.4.5.sion orTrans-DeemedTrans-NumberExerciseactionExecutionactionofPrice ofDateDate,CodeDerivatiDerivativeif anySecuritiSecuritiSecurity(Month/(Month/(Instr.AcquireDay/Day/8)(A) or	2. Conver-3.3A.4.5.6. Date Exercisablesion orTrans-DeemedTrans-Numberand ExpirationExerciseactionExecutionactionofDatePrice ofDateDate,CodeDerivati(Month/Day/Derivativeif anySecuriti(Month/Cay/Securiti(Month/Day/Security(Month/(Instr.AcquiredDay/Day/8)(A) or	2. Conver-3.3A.4.5.6. Date Exercisable7. Title andsion orTrans-DeemedTrans-Number and ExpirationAmount ofExerciseactionExecutionactionofDateUnderlyingPrice ofDateDate,CodeDerivati (Month/Day/SecuritiesDerivativeif anySecuritiesSecurities (Instr. 3 & 4)Security(Month/(Instr.AcquiredDay/Day/8)(A) orAnor	2. Conver-3.3A.4.5.6. Date Exercisable7. Title and Amount of8. Price of DerivativeSecurityTrans- DeemedDeemed actionTrans- actionNumber and Expiration Date7. Title and Amount of Derivative8. Price of DerivativePrice of DateDateDate, if anyCode CodeDerivative Month/Day/ Securities8. Price of DerivativeSecurity (Month/ Day/Date, if anyCode SecuritiesDerivative Month/Day/ Securities1. Str. 3 & 4)	2. Conver- Sion or3.3A.4.5.6. Date Exercisable Exercisable7. Title and Amount of8. Price of Derivative9. Number of DerivativeExercise Exercise Price of DerivativeDeemed Execution actionTrans- of DateNumberand Expiration Date7. Title and Amount of Underlying8. Price of Derivative9. Number of DerivativePrice of Date Derivative Derivative SecurityDate, if any (Month/ Day/Code (Instr.Derivative Acquired (A) or7. Title and Amount of Underlying Securities (Instr. 3 & 4)8. Price of Derivative Securities (Instr. 3 & 4)9. Number of Derivative Securities (Instr. 3 & 4)	2. Conver-3.3A.4.5.6. Date Exercisable7. Title and8. Price of9. Number of10.sion orTrans-DeemedTrans-Number and ExpirationAmount ofDerivativeDerivativeOwner-ExerciseactionExecutionactionofDateDateUnderlyingSecuritySecuritiesshipPrice ofDateDate,CodeDerivati@tonth/Day/Securities(Instr. 5)BeneficiallyFormDerivativeif anySecuriti@sear)(Instr. 3 & 4)Ownedof Deriv-SecurityMonth/(Instr.AcquiredReportedSecurity:

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				of (I (Inst 3, 4 5)	r.					(Instr. 4)		
		Code	V	(A)		Exer-cisable			Amount or Number of Shares			

Explanation of Responses:

(1) Restricted stock grant made pursuant to The Progressive Corporation 2003 Directors Equity Incentive Plan.

By: /s/ <u>Bernadine Healy</u>	<u>04/24/03</u>
By: David M. Coffey, Attorney in Fact	Date
**Signature of Reporting Person	

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

The undersigned is a director and/or officer of The Progressive Corporation, an Ohio corporation (the "Corporation"), certain securities of which are registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Act"). The undersigned hereby makes, constitutes and appoints Charles E. Jarrett, Dane A. Shrallow, Michael R. Uth and David M. Coffey, and each of them, my true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for me and in my name, place and stead, as my attorney-in-fact and agent, to sign any and all Forms 3, 4 and 5, or successor forms, and any and all amendments or supplements thereto, in order to report, pursuant to Section 16(a) of the Act, the number of the Corporation beneficially owned by the undersigned, or any change in the number of Shares or other securities of the Corporation so owned by the undersigned or in the nature of such ownership, and to file with the Securities and Exchange Commission and the New York Stock Exchange the required number of copies of such form or forms, or any such amendments or

2

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supplements, pursuant to and in accordance with the applicable rules and regulations of the Securities and Exchange Commission and the New York Stock Exchange giving and granting unto each said attorney-in-fact and agent full power and authority to do and perform any and all acts and things whatsoever necessary or appropriate to be done in or about the premises, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and approving all that said attorneys-in-fact and agents, or any of them, or any such substitute or substitutes, shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on the 14th day of December, 2002.

/s/ Bernadine Healy, M.D. Bernadine Healy, M.D.

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