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PROGRESSIVE CORP/OH/

Form 4

November 05, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * LEWIS PETER B			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	_X_ Director 10% Owner		
6300 WILSON MILLS ROAD			11/01/2007	X Officer (give title Other (specify below)		
				Chairman of Board		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MAYFIELD VILLAGE, OH 44143				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	ities Acqui	ired, Disposed of	or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie onor Dispose (Instr. 3, 4) Amount	d of (D	Price	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	11/01/2007		M	539,976	A	\$ 9.4152	676,326	D	
Common							219,998.123	I	401(k) Plan
Common							46,199,945	I	By PBL Investments, LP

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Nı	ımber of	6. Date Exercis	sable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative Expiration Da		Expiration Dat	e	Underlying S	Securities
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	aired (A) or				
	Derivative				Disp	osed of (D)				
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
1998 Employee Option (1)	\$ 9.4152	11/01/2007		M		539,976	01/01/2003	12/31/2007	Common	539,9

Reporting Owners

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

LEWIS PETER B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

X Chairman of Board

Signatures

David M. Coffey, by Power of Attorney 11/05/2007

**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 previously reported all non-qualified employee stock options ("NQSOs") on an aggregate basis (i.e., all options were reported together under the security title "Employee Option"). The reporting person is now reporting NQSOs received on different grant dates as separate securities (e.g., "1998 Employee Option," "1999 Employee Option," etc.) and will no longer show the aggregated "Employee Option" line on Form 4s.

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.

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