Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESS Form 4	SIVE CORP/OH/										
December 2									OMB AF	PROVAL	
FORM	UNITED	Washington, D.C. 20549									
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	sis box ger 6. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 6. 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 inue. 20(b) of the Investment Company Act of 1940									January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> CODY WILLIAM M			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 6300 WILSON MILLS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/18/2007					(Check all applicable) <u> </u>			
MAYFIEL	Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Secui		ired, Disposed of,	or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactic Code (Instr. 8)	4. Securiti our Dispose (Instr. 3, 4	ies Ac ed of (and 5 (A) or	quired (A) D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature o Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
Common	12/18/2007			Code V M	Amount 10,000	(D) A	Price \$ 9.4152		D		
Common	12/18/2007			S	5,000	D	\$ 18.33	124,189	D		
Common	12/18/2007			S	1,500	D	\$ 18.3007	122,689	D		
Common	12/18/2007			S	3,500	D	\$ 18.29	119,189	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1998 Employee Option (1)	\$ 9.4152	12/18/2007		М		10,000	01/01/2003	12/31/2007	Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CODY WILLIAM M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Investment	Officer				
Signatures								
David M. Coffey, by Power of Attorney		12/20/2007						
**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

(1) were reported together under the security the "Employee Option"). The reporting person is now reporting register and interent 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.