PROGRESSIVE CORP/OH/

Form 4

December 20, 2007

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

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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 * CODY WILLIAM M			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	(2			
6300 WILSON	MILLS RO	OAD	(Month/Day/Year) 12/18/2007	Director 10% Owner _X Officer (give title Other (specify below) Chief Investment / Officer			
(Street) MAYFIELD VILLAGE, OH 44143			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 Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	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. Transaction Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (`	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	12/18/2007		M	10,000	A	\$ 9.4152	129,189	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.

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)			ative Expiration Date ities (Month/Day/Year) ired (A) sposed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1998 Employee Option (1)	\$ 9.4152	12/18/2007		M		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 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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