Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESSIV Form 4 March 24, 200		1/									
FORM	Δ								-	PPROVAL	
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Subject to									Expires:	January 31, 2005	
				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					burden hou	Estimated average burden hours per	
Form 5	Filed p	ursuant to 9	Section 16	$\tilde{b}(a)$ of the	e Securit	ies Fr	cchanc	response inge Act of 1934,			
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17	7(a) of the		ility Hold	ling Con	npany	Act o	f 1935 or Sectio	on		
(Print or Type Re	sponses)										
NETTLES PATRICK H Symbol PROG (Last) (First) (Middle) 3. Date of (Month/			Symbol	suer Name and Ticker or Trading ol GRESSIVE CORP/OH/ [PGR]				5. Relationship of Reporting Person(s) to Issuer			
							onj	(Check all applicable)			
			(Month/Da 03/20/20	ay/Year)	ansaction			X_ Director Officer (give below)	ctor 10% Owner er (give title Other (specify below)		
Filed(Mont				mendment, Date Original Ionth/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 			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative s	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
	any				4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	03/20/2008			D	6,624	D	\$ 0 (1)	0	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.

 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. Transactie Code (Instr. 8)	5. Number 6. Date onof Derivative Expirati Securities (Month Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit / (Rest. Stock)	\$ 0 <u>(2)</u>	03/20/2008		A	6,624	<u>(3)</u>	(3)	Common	6,624	\$ 0

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NETTLES PATRICK H 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х					
Signatures						
David M. Coffey, by Power of Attorney		03/24/2008				
**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 previously granted restricted Common Shares upon vesting thereof. This Form 4 reports
 (1) the disposition of such restricted shares in exchange for an equal number of phantom stock units under the applicable deferred compensation plan.
- (**2**) 1 for 1.
- (3) These units will be paid out in an equal number of Common Shares at the time elected by the reporting person, subject to the vesting provisions of the plan.

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.