PROGRESSIVE CORP/OH/

Form 4 June 19, 2008

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 * MATTHEWS NORMAN S

2. Issuer Name and Ticker or Trading Symbol

PROGRESSIVE CORP/OH/ [PGR]

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Issuer

(Last)

(First)

6300 WILSON MILLS ROAD

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

06/17/2008

(Check all applicable)

_X__ Director 10% Owner Other (specify Officer (give title below)

(Street)

4. If Amendment, Date Original 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

MAYFIELD VILLAGE, OH 44143

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner							
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 our Dispos (Instr. 3, 4	ed of (1 and 5		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common	06/17/2008		M	16,844	A	\$ 10.483	208,817	D	
Common	06/17/2008		M	35,045	A	\$ 4.7456	243,862	D	
Common	06/17/2008		S	1,400	D	\$ 20.92	242,462	D	
Common	06/17/2008		S	2,344	D	\$ 20.9201	240,118	D	
Common	06/17/2008		S	8,500	D	\$ 20.925	231,618	D	
Common	06/17/2008		S	2,000	D	\$ 20.93	229,618	D	
Common	06/17/2008		S	1,000	D	\$ 20.9301	228,618	D	
Common	06/17/2008		S	8,100	D	\$ 20.94	220,518	D	

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Common	06/17/2008	S	1,900	D	\$ 20.9401	218,618	D	
Common	06/17/2008	S	7,600	D	\$ 20.95	211,018	D	
Common	06/17/2008	S	1,900	D	\$ 20.9501	209,118	D	
Common	06/17/2008	S	200	D	\$ 20.9502	208,918	D	
Common	06/17/2008	S	200	D	\$ 20.9503	208,718	D	
Common	06/17/2008	S	400	D	\$ 20.89	208,318	D	
Common	06/17/2008	S	400	D	\$ 20.895	207,918	D	
Common	06/17/2008	S	100	D	\$ 20.899	207,818	D	
Common	06/17/2008	S	600	D	\$ 20.9	207,218	D	
Common	06/17/2008	S	600	D	\$ 20.905	206,618	D	
Common	06/17/2008	S	1,300	D	\$ 20.91	205,318	D	
Common	06/17/2008	S	1,000	D	\$ 20.915	204,318	D	
Common	06/17/2008	S	1,000	D	\$ 20.935	203,318	D	
Common	06/17/2008	S	1,200	D	\$ 20.937	202,118	D	
Common	06/17/2008	S	100	D	\$ 20.939	202,018	D	
Common	06/17/2008	S	1,300	D	\$ 20.945	200,718	D	
Common	06/17/2008	S	1,700	D	\$ 20.955	199,018	D	
Common	06/17/2008	S	100	D	\$ 20.96	198,918	D	
Common	06/17/2008	S	100	D	\$ 20.9701	198,818	D	
Common						6,000	I	IRA

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.

SEC 1474 (9-02)

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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		

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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
1999 Director Option	\$ 10.483	06/17/2008	M			16,844	10/24/1999	04/23/2009	Common	16,844	
2000 Director Option	\$ 4.7456	06/17/2008	M			35,045	10/22/2000	04/21/2010	Common	35,045	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MATTHEWS NORMAN S
6300 WILSON MILLS ROAD
X
MAYFIELD VILLAGE, OH 44143

Signatures

David M. Coffey, by Power of Attorney

06/19/2008

**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).

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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