KING THOMAS A Form 4 March 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

KING THOMAS A

1. Name and Address of Reporting Person *

| KING THOMAS A | | | Symbol PROGRESSIVE CORP/OH/ [PGR] | | | | GR1 | Issuer | | | |
|--------------------------------------|---|--|---|---|--|--|---------|--|--|-------------------------|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Check a. | | | | | ck all applicable | e) | | |
| 6300 WILSON MILLS ROAD | | | (Month/Day/Year) 03/20/2009 | | | | | Director 10% Owner Officer (give title Other (specify below) Vice President | | | |
| | | 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 | | | | | |
| MAYFIELD | | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) | y) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Ye | ear) Executi any | emed on Date, if /Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securit on(A) or Dis (D) (Instr. 3, 4 | sposed | 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) | | |
| Common | 03/20/2009 | | | A(1) | 18,252 | A | \$0 | 115,139 | D | | |
| Common | | | | | | | | 20,682.702 | I | 401-K Plan | |
| Common | | | | | | | | 17,402.922 | I | Wife's 401-K Plan | |
| Reminder: Rep | ort on a separate | line for each c | class of secur | rities benefi | cially own | ed dire | ctly or | indirectly. | | | |
| | | Persons who resp | | | ond to the collection of SEC 1474 ined in this form are not (9-02) | | | | | | |

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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. | 6. Date Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|--------------------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration Date | or Title Number | | | |
| | | | | | | Exercisable | | | | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KING THOMAS A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Vice President

Signatures

David M. Coffey, by Power of Attorney

03/24/2009

**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).
- (1) Restricted stock grant made pursuant to The Progressive Corporation 2003 Incentive 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.

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