#### PROGRESSIVE CORP/OH/

Form 4 January 06, 2010

## FORM 4

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

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response...

Estimated average

5. Relationship of Reporting Person(s) to

See Instruction 1(b).

(Print or Type Responses)

Common 01/04/2010

1. Name and Address of Reporting Person \*

DAVIS CI	Symbol PROC		E CORP/OH/	/ [PG]		(Check all applicable)			
(Last) 6300 WILS	(First) SON MILLS ROA	(Month	/Day/Year)	Transaction		_	X Director Officer (give title ow)	10% Ov Other (s below)	
	(Street)		nendment, l	Date Original ear)		Ap	Individual or Joint/C plicable Line)  _ Form filed by One R	Group Filing(C	
MAYFIEL	D VILLAGE, OI	H 44143					Form filed by More t		
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, or	Beneficially (	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Additional Appropriate August 1985 Augus	(A) or		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	01/04/2010		Code V M	Amount 1,817.9006	(D) A	Price \$ 0	191,256.9006	D	

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

D

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)

189,439

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1,817.9006 D

### Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

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)	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 Number Shares
Phantom Stock Unit	\$ 0 (1)	01/04/2010		M		1,817.9006	01/04/2010	(2)	Common	1,817.9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
DAVIS CHARLES A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X		Director				

## **Signatures**

David M. Coffey, by Power of Attorney 01/06/2010

\*\*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)** 1 for 1.
- (2) Expiration Date is the same as the Date Exercisable.

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.

Reporting Owners 2