PROGRESSIVE CORP/OH/

Form 4/A January 12, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **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

30(h) of the Investment Company Act of 1940

PROGRESSIVE CORP/OH/ [PGR]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * FITT LAWTON W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(City)

(Instr. 3)

(First)

6300 WILSON MILLS ROAD

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/29/2010

X_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

below)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year) 12/30/2010

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MAYFIELD VILLAGE, OH 44143

(State)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 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 Conversion (Month/Day/Year) Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit / (Rest. Stock)	\$ 0 (1)	12/29/2010	A(2)		410.9367		(3)	<u>(4)</u>	Common	410.9367

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FITT LAWTON W
6300 WILSON MILLS ROAD X
MAYFIELD VILLAGE, OH 44143

Signatures

David M. Coffey, By Power of Attorney

01/12/2011

**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.
 - These phantom shares were acquired upon the reinvestment of dividends pursuant to the terms of the plan. The reporting person's December 30, 2010 Form 4 improperly reported this acquisition as a disposition (D) of phantom shares in Column 5 of Table II thereof.
- (2) December 30, 2010 Form 4 improperly reported this acquisition as a disposition (D) of phantom shares in Column 5 of Table II thereof.

 This Form 4 amends the December 30, 2010 Form 4 to properly report the transaction as an acquisition (A) of phantom shares in Column 5 of Table II.
- (3) The phantom stock units will be distributed in cash at the time elected by the reporting person, subject to the vesting provisions of the Plan.
- (4) 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.

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