#### PROGRESSIVE CORP/OH/

Form 4 July 12, 2013

### FORM 4

#### **OMB APPROVAL**

OMB

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Number: January 31, Expires: 2005

3235-0287

if no longer subject to Section 16. Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 4 or obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Common 07/11/2013

Common 07/11/2013

1. Name and Address of Reporting CODY WILLIAM M	Person * 2. Iss Symbo	suer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
	PROG	GRESSIVE CORP/OH/ [PGR]	(Check all applicable)				
(Last) (First) (l	Middle) 3. Date	e of Earliest Transaction					
	(Montl	h/Day/Year)	Director	10% 0	Owner		
6300 WILSON MILLS ROA	AD 07/11	1/2013	_X_ Officer (give title Other (specify below)				
			Chief Investment Officer				
(Street)	4. If A	mendment, Date Original	6. Individual or Joint/Group Filing(Check				
	Filed(N	Month/Day/Year)	Applicable Line)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
MAYFIELD VILLAGE, OH	H 44143		Form filed by Mor Person	re than One Repo	orting		
(City) (State)	(Zip) Ta	equired, Disposed of, o	or Beneficially	Owned			
1.Title of 2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A	A) or 5. Amount of	6.	7. Nature		
Security (Month/Day/Year)	Execution Date, if		Securities	Ownership	of Indirect		
(Instr. 3)	any	Code (Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial		
	(Month/Day/Year)	(Instr. 8)	Owned	Direct (D)	Ownership		
			Following	or Indirect	(Instr. 4)		
		(A)	Reported	(I)			
		or	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			

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

Code V

 $A^{(1)}_{-}$ 

F

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

205,579.144 D

176,844.144 D

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

Amount

59,064.692

28,735

(D)

A

D

Price

\$0

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

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CODY WILLIAM M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Chief Investment Officer

### **Signatures**

/s/ David M. Coffey, Attorney-in-Fact 07/12/2013

\*\*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) These shares were issued pursuant to the vesting of performance-based restricted stock unit awards made in 2010, including dividend equivalent units accrued since the grant date.

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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