

PROGRESSIVE CORP/OH/
Form 8-K
December 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 16, 2009 (December 11, 2009)

THE PROGRESSIVE CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-9518
(Commission
File Number)

34-0963169
(IRS Employer
Identification No.)

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6300 Wilson Mills Road, Mayfield Village, Ohio
(Address of principal executive offices)

44143
(Zip Code)

Registrant's telephone number, including area code 440-461-5000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (d) On December 11, 2009, the Board of Directors of the Company elected Stuart B. Burgdoerfer, 46, to fill a current vacancy on the Board for a term ending on the date of the Annual Meeting of Shareholders in April 2010. Mr. Burgdoerfer is an Executive Vice President, the Chief Financial Officer and a member of the Executive Committee of Limited Brands, Inc. Mr. Burgdoerfer was not appointed to serve on any of the Board's Committees at this time. There are no arrangements or understandings between Mr. Burgdoerfer and any other person, pursuant to which he was elected as a director. Mr. Burgdoerfer's compensation as a director will be provided on the same basis as that provided to the Company's other non-employee directors, as further described in the Company's Proxy Statement dated March 13, 2009, at pages 48-50.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 16, 2009

THE PROGRESSIVE CORPORATION

By: /s/ JEFFREY W. BASCH
Name: **Jeffrey W. Basch**
Title: **Vice President and Chief Accounting Officer**