

WILLIAMS ROBERT T
Form 4
April 24, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS ROBERT T

2. Issuer Name and Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6300 WILSON MILLS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Group President - / Agency Business

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common | 04/20/2006 | | M | | 27,300 | A | \$ 47.3333 | 65,578 | D | |
| Common | 04/20/2006 | | M | | 29,101 | A | \$ 19.2291 | 94,679 | D | |
| Common | 04/20/2006 | | S | | 16,400 | D | \$ 105 | 78,279 | D | |
| Common | 04/20/2006 | | S | | 900 | D | \$ 105.01 | 77,379 | D | |
| Common | 04/20/2006 | | S | | 1,100 | D | \$ 105.02 | 76,279 | D | |
| Common | 04/20/2006 | | S | | 1,700 | D | \$ 105.03 | 74,579 | D | |
| Common | 04/20/2006 | | S | | 4,800 | D | \$ 105.04 | 69,779 | D | |

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| | | | | | | | | |
|--------|------------|---|-------|---|-----------|------------|---|----------------|
| Common | 04/20/2006 | S | 801 | D | \$ 105.05 | 68,978 | D | |
| Common | 04/20/2006 | S | 3,800 | D | \$ 105.06 | 65,178 | D | |
| Common | 04/20/2006 | S | 1,200 | D | \$ 105.07 | 63,978 | D | |
| Common | 04/20/2006 | S | 900 | D | \$ 105.08 | 63,078 | D | |
| Common | 04/20/2006 | S | 1,600 | D | \$ 105.09 | 61,478 | D | |
| Common | 04/20/2006 | S | 1,300 | D | \$ 105.1 | 60,178 | D | |
| Common | 04/20/2006 | S | 800 | D | \$ 105.11 | 59,378 | D | |
| Common | 04/20/2006 | S | 500 | D | \$ 105.12 | 58,878 | D | |
| Common | 04/20/2006 | S | 500 | D | \$ 105.13 | 58,378 | D | |
| Common | 04/20/2006 | S | 1,000 | D | \$ 105.14 | 57,378 | D | |
| Common | 04/20/2006 | S | 300 | D | \$ 105.16 | 57,078 | D | |
| Common | 04/20/2006 | S | 1,100 | D | \$ 105.17 | 55,978 | D | |
| Common | 04/20/2006 | S | 200 | D | \$ 105.18 | 55,778 | D | |
| Common | 04/20/2006 | S | 100 | D | \$ 105.19 | 55,678 | D | |
| Common | 04/20/2006 | S | 500 | D | \$ 105.2 | 55,178 | D | |
| Common | 04/20/2006 | S | 300 | D | \$ 105.21 | 54,878 | D | |
| Common | 04/20/2006 | S | 100 | D | \$ 105.24 | 54,778 | D | |
| Common | 04/20/2006 | S | 400 | D | \$ 105.25 | 54,378 | D | |
| Common | 04/20/2006 | S | 200 | D | \$ 105.26 | 54,178 | D | |
| Common | 04/20/2006 | S | 500 | D | \$ 105.27 | 53,678 | D | |
| Common | | | | | | 12,998.902 | I | 401(k) Plan |
| Common | | | | | | 846 | I | By Children |

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

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.

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
|-----------------|------|---|------------|-----|------------------|-----------------|-------|----------------------------|------------|------------|--------|--------|
| Employee Option | | | \$ 47.3333 | | 04/20/2006 | | M | 27,300 | 01/01/2004 | 12/31/2008 | Common | 27,300 |
| Employee Option | | | \$ 19.2291 | | 04/20/2006 | | M | 23,667 | 01/01/2003 | 12/31/2009 | Common | 23,667 |
| Employee Option | | | \$ 19.2291 | | 04/20/2006 | | M | 5,434 | 01/01/2004 | 12/31/2009 | Common | 5,434 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMS ROBERT T
6300 WILSON MILLS ROAD
MAYFIELD VILLAGE, OH 44143

Group President - Agency Business

Signatures

David M. Coffey, by Power of Attorney

04/24/2006

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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