

PROGRESSIVE CORP/OH/
Form 4
January 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
LEWIS PETER B

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PROGRESSIVE CORP/OH/ [PGR]

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

01/23/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of Board

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 or Price | | |
| Common | 01/23/2009 | | M | | \$ 15,922 | A | |
| Common | 01/23/2009 | | M | | \$ 6.9855 | A | |
| Common | 01/23/2009 | | M | | \$ 4.3801 | A | |
| Common | | | | | 221,756.377 | I | 401(k) Plan |
| Common | | | | | 400,000 | I | As Trustee (1) |
| Common | | | | | 18,000 | I | |

| | | | | | | |
|--------|--|--|--|--------|---|----------------------|
| | | | | | | As Trustee (2) |
| Common | | | | 18,000 | I | As Trustee (2) |
| Common | | | | 18,000 | I | As Trustee (2) |

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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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, 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 |
| 2000 Employee Option | \$ 4.3801 | 01/23/2009 | | M | 212,778 | (3) 12/31/2009 | Common 212,778 |
| 2001 Employee Option | \$ 6.9855 | 01/23/2009 | | M | 199,844 | (4) 12/31/2010 | Common 199,844 |
| 2002 Employee Option | \$ 11.8556 | 01/23/2009 | | M | 15,922 | (5) 12/31/2011 | Common 15,922 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS PETER B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143 | X | | Chairman of Board | |

Signatures

David M. Coffey, by Power of
Attorney

01/27/2009

__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) Shares are held in a trust for the benefit of the reporting person's grandchildren of which the reporting person is a trustee. Reporting person disclaims beneficial ownership in the shares held by the trust.
- (2) Shares are held in a trust for the benefit of the reporting person's grandchild of which the reporting person is a trustee. Reporting person disclaims beneficial ownership in the shares held by the trust.
- (3) The option vests in three equal annual installments beginning January 1, 2003.
- (4) The option vests in three equal annual installments beginning January 1, 2004.
- (5) The option vests in three equal annual installments beginning January 1, 2005.

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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