## PROGRESSIVE CORP/OH/

Form 4 July 12, 2013

# FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

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Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Domeck Brian		ig Person *	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)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
6300 WILSON MILLS ROAD		OAD	07/11/2013	X Officer (give title Other (specify below)  Vice Pres & Chief Fin Officer			
				vice ries & emer rin officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MAYFIELD VILLAGE, OH 44143			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A on Disposed of (D (Instr. 3, 4 and	)	d (A) or	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)
Common	07/11/2013		$A_{\underline{(1)}}^{(1)}$	82,574.376	A	\$ 0	216,449.772	D	
Common	07/11/2013		F	39,182	D	\$ 25.65	177,267.772	D	
Common							6,656.889	I	401(k) Plan

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.

SEC 1474

(9-02)

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

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

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
		or Exercise Price of Derivative	(Month/Day/Tear)	any Code (Month/Day/Year) (Inst		of	(Month/Day/Year) ve es d		Underly Securiti	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Domeck Brian 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Vice Pres & Chief Fin Officer

## **Signatures**

/s/ David M. Coffey, Attorney-in-Fact

07/12/2013

Date

\*\*Signature of Reporting Person

## **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).
- 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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