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

PROGRESS	IVE CORP/OH/											
Form 4	012											
August 02, 2013									OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington D.C. 20540								OMB Number:	3235-0287			
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	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								Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>*</u> LEWIS PETER B			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction						(Check	ck all applicable)		
6300 WILSON MILLS ROAD			(Month/Day/Year) 07/19/2013					_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman of the Board				
(Street) MAYFIELD VILLAGE, OH 44143			4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
MAITIELI	J VILLAGE, OH	44145							Person			
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative Se	curiti	es Acq	uired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executior any		Code	8)	4. Securitie n(A) or Disp (Instr. 3, 4) Amount	osed c		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	07/19/2013			G		219,369	D	\$ 0	40,544,417	D		
Common									235,351.719	I	401(k) Plan	
Common									1,500,000	Ι	By Grats (2012) (1)	

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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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							
1 9 9 1 1 1 1 1 1 1 1	Director	10% Owner	Officer	Other				
LEWIS PETER B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х		Chairman of th	e Board				
Signatures								
/s/ David M. Coffey, By Power of Attorney	08/02/2013							
**Signature of Reporting Person		Date						
Evaluation of Decanonace								

## **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 grantor-retained annuity trusts with respect to which the reporting person is sole trustee and sole recipient of the annuity.

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.