#### PROGRESSIVE CORP/OH/

Form 4 July 14, 2014

# FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES** 

Estimated average burden hours per response...

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

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Domeck Brian			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				
			(Month/Day/Year)	Director 10% Owner			
6300 WILSON MILLS ROAD			07/10/2014	_X_ Officer (give title Other (specify below)			
				Vice Pres & Chief Fin Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
MAYFIELD VILLAGE, OH 44143				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	curiti	es Acquir	red, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			Beneficially Form: Owned Direct (D)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Common	07/10/2014		Code V $A_{(1)}^{(1)}$	Amount 86,495.32	(D) A	Price \$ 0	261,498.935	D	
Common	07/10/2014		F	42,372 (2)	D	\$ 24.67	219,126.935	D	
Common							8,554.962	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 SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numb	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Domeck Brian 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Vice Pres & Chief Fin Officer

### **Signatures**

/s/ David M. Coffey, By Power of Attorney

07/14/2014

\*\*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).
- These shares were issued pursuant to the vesting of performance-based restricted stock unit awards made in 2011, including dividend equivalent units accrued since the grant date.
- Delivery of shares to satisfy tax withholding obligations upon vesting of restricted stock units described above and performance-based **(2)** restricted shares granted in 2005.

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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