PROGRESSIVE CORP/OH/

Form 4 July 14, 2014

FORM 4

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

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Add Griffith Susar	•	ing 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					
			(Month/Day/Year)	Director 10% Owner				
6300 WILSON MILLS RD.			07/10/2014	X Officer (give title Other (specify below)				
	(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 Form filed by More than One Reporting Person				
MAYFIELD VILLAGE, OH 44143								

(City)	(State)	(Zip) Ta	ble I - N	Non-	Derivative Secu	urities	Acquire	d, 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. Transa Code (Instr.		4. Securities Acquired (A) or nDisposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		(A) or (D)	Price	Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)						
Common	04/15/2014		G	V	86,103.39	A	\$ 0	86,103.39	I	Husband's Trust (1)
Common	04/15/2014		G	V	86,103.39	D	\$ 0	154,894.786	D	
Common	07/10/2014		A(2)		77,305.706	A	\$0	232,200.492	D	
Common	07/10/2014		F		42,394 (3)	D	\$ 24.67	189,806.492	D	
Common								12,123.418	I	401(k) Plan
Common								15,116.656	I	Husband's 401(k)

Plan

SEC 1474

(9-02)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

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.

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. Transa Code (Instr.	ectio	5. anNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Griffith Susan Patricia 6300 WILSON MILLS RD. MAYFIELD VILLAGE, OH 44143

Claims Group President

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).
- (1) Held in a trust for the benefit of reporting person's spouse.
- (2) 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.
- (3) Delivery of shares to satisfy tax withholding obligations upon vesting of restricted stock units described above and performance-based 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.

Reporting Owners 2

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