PROGRESSIVE CORP/OH/

Form 4 July 14, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RENWICK GLENN M			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)			
6300 WILSON MILLS ROAD		OAD	(Month/Day/Year) 07/10/2014	_X_ Director 10% Owner Specify Other (give title Other (specify below) Chairman, President and CEO			
	(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 Secu	rities	Acquired	, Disposed of, or Be	eneficially Ov	wned
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 AccorDisposed of (D) (Instr. 3, 4 and 5	•	(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	07/10/2014		A(1)	108,626.324	A	\$0	1,438,020.163	D	
Common	07/10/2014		D	166,280	D	\$ 0 (2)	1,271,740.163	D	
Common	07/10/2014		F	50,872 (3)	D	\$ 24.67	1,220,868.163	D	

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.

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 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)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Deferred Comp Unit	\$ 0 (4)	07/10/2014		A(2)(5)	890,670.92		(6)	<u>(7)</u>	Common	890,6

Reporting Owners

Reporting Owner Name / Address

Director 100/ Owner Officer Officer October 100/ Owner Officer October 100/ Owner Officer October 100/ Owner Officer October 100/ Owner October 100/ Own

Director 10% Owner Officer Other

RENWICK GLENN M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

X Chairman, President and CEO

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) These common shares were acquired upon the vesting of dividend equivalent units related to the performance-based restricted stock unit award granted in 2011. These dividend equivalent units are not eligible for deferral under any applicable plan.
- (2) The reporting person elected to defer receipt, upon the vesting thereof, of performance-based restricted common shares granted in 2005. This Form 4 reports the disposition of such restricted shares in exchange for an equal number of units under the applicable deferral plan.
- (3) Delivery of shares to pay taxes upon delivery of Common Shares related to dividend equivalent units as described in footnote 1.
- (4) 1 for 1
- (5) In addition to the deferral described in footnote 2, the reporting person elected to defer receipt of common shares issuable upon the vesting of performance-based restricted stock units awarded in 2011 (724,390.920 units).
- (6) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
- (7) Expiration Date is the same as the Date Exercisable.

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.

Reporting Owners 2