Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESSI Form 4 March 30, 20	VE CORP/OH 05	/									
FORM	Δ									PPROVAL	
	UNITEI) STATES		ITIES A hington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. Check this box if no longer STATEMENT OF CHANGES I SECU Filed pursuant to Section 16(a) of Section 17(a) of the Public Utility H					S IN BENEFICIAL OWNERSHIP OF CURITIES of the Securities Exchange Act of 1934, Holding Company Act of 1935 or Section ment Company Act of 1940				Expires: January 31 2005 Estimated average burden hours per response 0.5		
1(b).											
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u></u> BASCH JEFFREY W			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]					5. Relationship of Reporting Person(s) to Issuer			
	(Check all applicable)										
(Mon			3. Date of (Month/Da 03/29/20	-	insaction			Director 10% Owner XOfficer (give title Other (specify below) below) Vice Pres.& Chief / Accounting Officer			
			nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
MAYFIELD	VILLAGE, O	H 44143							More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if any		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common	03/29/2005			$A^{(1)}$	948	А	\$0	16,254	D		
Common								446.452	Ι	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.

 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)	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou Under Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
		Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BASCH JEFFREY W 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Vice Pres.& Chief	Accounting Officer				
Signatures								

David M. Coffey, by Power of Attorney

**Signature of Reporting Person

03/30/2005

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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Incentive Plan.

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.