

PROGRESSIVE CORP/OH/
Form 4
April 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS PETER B

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PROGRESSIVE CORP/OH/ [PGR]

3. Date of Earliest Transaction (Month/Day/Year)

04/27/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of Board

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				Code V	Amount or Price		
Common					7,560	D	
Common					49,728.991	I	401(k) Plan
Common	04/27/2005		S	4,400	D \$ 90.0755	1,037,512	I Lewis Children LP III
Common	04/27/2005		S	3,300	D \$ 90.2176	1,034,212	I Lewis Children LP III
Common	04/27/2005		S	3,800	D	1,030,412	I

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

					\$				As GP of Lewis Children LP III
					90.2189				
Common	04/27/2005	S	3,300	D	\$ 90.257	1,027,112	I		As GP of Lewis Children LP III
Common	04/27/2005	S	3,700	D	\$ 90.3051	1,023,412	I		As GP of Lewis Children LP III
Common	04/27/2005	S	2,900	D	\$ 90.8359	1,020,512	I		As GP of Lewis Children LP III
Common	04/27/2005	S	2,200	D	\$ 90.8623	1,018,312	I		As GP of Lewis Children LP III
Common	04/27/2005	S	7,500	D	\$ 90.9316	1,010,812	I		As GP of Lewis Children LP III
Common	04/27/2005	S	6,300	D	\$ 90.9971	1,004,512	I		As GP of Lewis Children LP III
Common	04/27/2005	S	2,100	D	\$ 91.02	1,002,412	I		As GP of Lewis Children LP III
Common	04/27/2005	S	6,200	D	\$ 91.1471	996,212	I		As GP of Lewis Children LP III
Common	04/27/2005	S	5,200	D	\$ 91.1515	991,012	I		As GP of Lewis Children LP III
Common	04/27/2005	S	1,300	D	\$ 91.2354	989,712	I		As GP of Lewis Children LP III
Common	04/27/2005	S	2,800	D		986,912	I		

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

					\$				As GP of Lewis Children LP III
					91.2418				
Common	04/27/2005	S	5,100	D	\$	91.2429	981,812	I	As GP of Lewis Children LP III
Common	04/27/2005	S	3,900	D	\$	91.2615	977,912	I	As GP of Lewis Children LP III
Common	04/27/2005	S	3,100	D	\$	91.2729	974,812	I	As GP of Lewis Children LP III
Common	04/27/2005	S	7,800	D	\$	91.3204	967,012	I	As GP of Lewis Children LP III
Common	04/27/2005	S	3,600	D	\$	91.3206	963,412	I	As GP of Lewis Children LP III
Common	04/27/2005	S	10,700	D	\$	91.3326	952,712	I	As GP of Lewis Children LP III
Common	04/27/2005	S	5,000	D	\$	91.4404	947,712	I	As GP of Lewis Children LP III
Common	04/27/2005	S	2,700	D	\$	91.4867	945,012	I	As GP of Lewis Children LP III
Common	04/27/2005	S	2,700	D	\$	91.5507	942,312	I	As GP of Lewis Children LP III
Common							947,843	I	By Lewis Children IV, LLC
Common							904,283	I	By Lewis Children V,

Common	2,455.7	I	LLC By Lewis Children VI, LLC
Common	499,500	I	By Lewis Children VII, LLC
Common	12,172,305	I	By PBL Investments, LP

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.

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
LEWIS PETER B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X		Chairman of Board	

Signatures

David M. Coffey, by Power of Attorney
04/27/2005

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).

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.