PROGRESSIVE CORP/OH/

Form 4

September 18, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Common

09/17/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * SHACKELFORD DONALD B			OB S	2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR] 3. Date of Earliest Transaction			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last)	(First)	Middle) 3	. Date of	Earliest Tr	ansaction				
6300 WILSON MILLS ROAD			*	(Month/Day/Year) 09/14/2007			_X_ Director		Owner	
			AD 0				below)	title Other (specify below)		
(Street)			4	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			F	Filed(Mon	th/Day/Year)	Applicable Line) _X_ Form filed by 0	One Reporting Per	rson	
MAYFIELD VILLAGE, OH 44143			I 44143				Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tabl	e I - Non-D	Perivative Securities Acq	uired, Disposed of	, or Beneficiall	y Owned	
	1.Title of	2. Transaction Date	e 2A. Deemed	d	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	Execution D	Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
			(Month/Day	y/Year)	(Instr. 8)		Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
						(A)	Reported	(Instr. 4)		
						(11)	Transaction(s)			

Code V

 $P^{(1)}$

or

(D)

Price

Amount

43,600

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)

(Instr. 3 and 4)

D

754,519

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit (Rest. Stock)	\$ 0 (2)	09/14/2007		A	1,034.846		<u>(3)</u>	(3)	Common	1,034.846

Reporting Owners

Reporting Owner Name / Address	Relationships					
*****	Director	10% Owner	Officer	Other		
SHACKELFORD DONALD B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X					

Signatures

David M. Coffey, by Power of Attorney 09/18/2007

**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) The transaction reported on this line reflects the reporting person's withdrawal of PGR Common Shares from an exchange fund (the 'Fund') in exchange for the reporting person's return of Fund shares of equivalent value.
- (2) 1 for 1
- (3) These units will be paid out in an equal number of Common Shares at the time elected by the reporting person, subject to the vesting provisions of the 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.

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