

PROGRESSIVE CORP/OH/
Form 4
June 27, 2008

FORM 4

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

OMB APPROVAL

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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 *
VOELKER RAYMOND M

(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)

06/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Information / Officer

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

X 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 (A) or (D) Price		
Common	06/25/2008		M		\$ 11.8556	D	
Common	06/25/2008		S		36,693	D	
Common	06/25/2008		S		12,600	D	
Common	06/25/2008		S		1,100	D	
Common	06/25/2008		S		700	D	
Common	06/25/2008		S		600	D	
Common	06/25/2008		S		1,800	D	
Common	06/25/2008		S		193,490	D	
Common	06/25/2008		S		191,690	D	
Common	06/25/2008		S		188,790	D	
Common	06/25/2008		S		186,690	D	

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Common	06/25/2008	S	600	D	\$ 19.82	186,090	D	
Common	06/25/2008	S	1,400	D	\$ 19.83	184,690	D	
Common	06/25/2008	S	1,000	D	\$ 19.84	183,690	D	
Common	06/25/2008	S	800	D	\$ 19.85	182,890	D	
Common	06/25/2008	S	1,200	D	\$ 19.86	181,690	D	
Common	06/25/2008	S	700	D	\$ 19.87	180,990	D	
Common	06/25/2008	S	800	D	\$ 19.88	180,190	D	
Common	06/25/2008	S	1,693	D	\$ 19.89	178,497	D	
Common	06/25/2008	S	2,000	D	\$ 19.9	176,497	D	
Common	06/25/2008	S	900	D	\$ 19.91	175,597	D	
Common	06/25/2008	S	700	D	\$ 19.92	174,897	D	
Common	06/25/2008	S	300	D	\$ 19.93	174,597	D	
Common	06/25/2008	S	500	D	\$ 19.94	174,097	D	
Common	06/25/2008	S	600	D	\$ 19.95	173,497	D	
Common	06/25/2008	S	200	D	\$ 19.97	173,297	D	
Common	06/25/2008	S	300	D	\$ 19.98	172,997	D	
Common	06/25/2008	S	300	D	\$ 19.99	172,697	D	
Common	06/25/2008	S	100	D	\$ 20	172,597	D	
Common	06/25/2008	S	100	D	\$ 20.01	172,497	D	
Common	06/25/2008	S	300	D	\$ 20.02	172,197	D	
Common	06/25/2008	S	300	D	\$ 20.03	171,897	D	
Common						9,918.82	I	401-k Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002											
Employee	\$ 11.8556	06/25/2008		M				<u>(1)</u>	12/31/2011	Common	36,693
Option											

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOELKER RAYMOND M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Information Officer	

Signatures

David M. Coffey, By Power of
Attorney

06/27/2008

__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 options vested in three equal installments on January 1, 2005, January 1, 2006 and January 1, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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