PROGRESSIVE CORP/OH/

Form 4 May 20, 2013

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

PROGRESSIVE CORP/OH/ [PGR]

5. Relationship of Reporting Person(s) to

(Check all applicable)

FITT LAWTON W

Symbol

(Last)

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

Director 10% Owner

6300 WILSON MILLS ROAD

(Month/Day/Year) 05/17/2013

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

Issuer

MAYFIELD VILLAGE, OH 44143

(Street)

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

05/17/2013

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

(Instr. 4)

(A)

Following Reported Transaction(s)

or

(Instr. 3 and 4)

Code V $A^{(1)}$

(Instr. 8)

Amount (D) Price 9,164 \$0

A

D 18,553

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.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. TransactionNumber 6. Date Exercisable and **Expiration Date**

7. Title and Amount of

8. Price of 9. Ni Derivative Deriv

1

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D)		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr	
			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title Amount or Number		,,
							of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FITT LAWTON W 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X						

Signatures

David M. Coffey, By Power of 05/20/2013 Attorney

> **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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Directors Equity 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.

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