

PROGRESSIVE CORP/OH/
Form 4
April 25, 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)
04/22/2005

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)
				(A) or (D)	Price		
Common					7,560	D	
Common					49,728.991	I	401(k) Plan
Common					1,116,912	I	As GP of Lewis Children LP III
Common					947,843	I	By Lewis Children IV, LLC
Common	04/22/2005		S	1,000	D \$ 90.96	I	1,032,283 By Lewis Children V,

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Common	04/22/2005	S	7,000	D	\$ 90.9844	1,025,283	I	LLC By Lewis Children V, LLC
Common	04/22/2005	S	2,000	D	\$ 91	1,023,283	I	By Lewis Children V, LLC
Common	04/22/2005	S	4,400	D	\$ 91.0018	1,018,883	I	By Lewis Children V, LLC
Common	04/22/2005	S	200	D	\$ 91.02	1,018,683	I	By Lewis Children V, LLC
Common	04/22/2005	S	2,900	D	\$ 91.0428	1,015,783	I	By Lewis Children V, LLC
Common	04/22/2005	S	4,200	D	\$ 91.0467	1,011,583	I	By Lewis Children V, LLC
Common	04/22/2005	S	2,500	D	\$ 91.1	1,009,083	I	By Lewis Children V, LLC
Common	04/22/2005	S	6,200	D	\$ 91.1089	1,002,883	I	By Lewis Children V, LLC
Common	04/22/2005	S	5,000	D	\$ 91.111	997,883	I	By Lewis Children V, LLC
Common	04/22/2005	S	5,300	D	\$ 91.137	992,583	I	By Lewis Children V, LLC
Common	04/22/2005	S	8,100	D	\$ 91.1432	984,483	I	By Lewis Children V, LLC
Common	04/22/2005	S	5,300	D	\$ 91.1994	979,183	I	By Lewis Children V, LLC
Common	04/22/2005	S	2,900	D	\$ 91.2307	976,283	I	By Lewis Children V, LLC
Common	04/22/2005	S	4,900	D	\$ 91.2402	971,383	I	By Lewis Children V, LLC

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Common	04/22/2005	S	6,400	D	\$ 91.245	964,983	I	By Lewis Children V, LLC
Common	04/22/2005	S	3,600	D	\$ 91.2597	961,383	I	By Lewis Children V, LLC
Common	04/22/2005	S	3,300	D	\$ 91.2879	958,083	I	By Lewis Children V, LLC
Common	04/22/2005	S	3,600	D	\$ 91.3197	954,483	I	By Lewis Children V, LLC
Common	04/22/2005	S	1,000	D	\$ 91.327	953,483	I	By Lewis Children V, LLC
Common	04/22/2005	S	3,000	D	\$ 91.3587	950,483	I	By Lewis Children V, LLC
Common	04/22/2005	S	3,200	D	\$ 91.4347	947,283	I	By Lewis Children V, LLC
Common	04/22/2005	S	3,500	D	\$ 91.4514	943,783	I	By Lewis Children V, LLC
Common						3,905.7	I	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	--------------	--	-----------------------------------	---------------------------------	------------------------------------

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.			
			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 04/25/2005

**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.