#### PROGRESSIVE CORP/OH/

Form 4

February 11, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

(Middle)

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **CODY WILLIAM M** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PROGRESSIVE CORP/OH/ [PGR]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

02/07/2014

Director 10% Owner Other (specify X\_ Officer (give title

below) Chief Investment Officer

6300 WILSON MILLS ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MAYFIELD VILLAGE, OH 44143

(Street)

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

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

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Dispose	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Unit	<u>(1)</u>	02/07/2014		A	3,685.	359	(2)	(3)	Common	3,685.35
Deferred Comp Unit	\$ 0 (4)	02/07/2014		A	3,293.	423	<u>(5)</u>	(3)	Common	3,293.42

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CODY WILLIAM M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Chief Investment Officer

## **Signatures**

/s/ David M. Coffey, By Power of Attorney

02/11/2014

\*\*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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- (2) These units, which were acquired upon the reinvestment of dividend equivalents, will vest at the same time as the Restricted Stock Units to which they relate.
- (3) Expiration Date is the same as the Date Exercisable.
- **(4)** 1 for 1
- (5) These units, which were acquired upon the reinvestment of dividend equivalents, will be paid out in cash at the time elected by the reporting person or otherwise in accordance with 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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