Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESSIVE CO Form 4 February 18, 2015	ORP/OH/							
FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT Filed pursuant t ection 17(a) of th	Washing OF CHANGES SE o Section 16(a) e Public Utility	gton, D.C. 20 S IN BENEF CURITIES of the Securit Holding Con	549 ICIAL OV ies Exchar apany Act	COMMISSION WNERSHIP OF nge Act of 1934, of 1935 or Sectio	RSHIP OF RSHIP AF ct of 1934,		
<i>See</i> Instruction 1(b).		h) of the Investr	nent Compan	y Act of 1	940			
(Print or Type Response1. Name and Address oKING THOMAS A	f Reporting Person *	Symbol	e and Ticker or	-	5. Relationship o Issuer			
(Last) (Fir 6300 WILSON MI	3. Date of Earli	3. Date of Earliest Transaction (Month/Day/Year) 02/13/2015			(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) below) Vice President & Treasurer			
(Stre	Filed(Month/Da	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MAYFIELD VILL					Person			
	action Date 2A. De Day/Year) Executi any	emed 3. on Date, if Trans Code /Day/Year) (Instr	4. Securiti actionAcquired Disposed	es (A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect	
Reminder: Report on a s	separate line for each	a class of securities	Perso inform requir	ns who res ation cont ed to respo ys a currer	or indirectly. pond to the collec ained in this form ond unless the for ntly valid OMB col	are not m	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	2.	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	Transacti	orDerivative	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)	Acquired (Disposed o (Instr. 3, 4, 5)	f (D)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	02/13/2015		А	384.123		(2)	(3)	Common	384.123
Deferred Comp Unit	\$ 0 <u>(4)</u>	02/13/2015		А	999.891		(5)	<u>(3)</u>	Common	999.891

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KING THOMAS A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Vice President & Treasurer				
Signatures							
/s/ David M. Coffey, By Power of Attorney		02/18/20	15				

**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 at such other time determined 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.