

CODY WILLIAM M
Form 4
December 03, 2012

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 *
CODY WILLIAM M

2. Issuer Name and Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6300 WILSON MILLS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Investment / Officer

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	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 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 Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount of Number of Shares
				Code	V				
Deferred Comp Unit	\$ 0	11/29/2012	A		3,990.022 <u>(1)</u>	<u>(2)</u>	<u>(3)</u>	Common	3,990.0
Deferred Comp Unit	<u>(4)</u>					<u>(2)</u>	<u>(3)</u>	Common	60,072.4
Restricted Stock Unit	<u>(4)</u>	11/29/2012	A		2,795.626 <u>(5)</u>	<u>(6)</u>	<u>(3)</u>	Common	2,795.6

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

David M. Coffey, by Power of Attorney
12/03/2012

 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 units were acquired upon the reinvestment of dividends pursuant to the terms of the plan.
- (2) These units, which were acquired upon the reinvestment of dividend equivalents, will vest at the same time as the deferred comp. units to which they relate.
- (3) Expiration Date is the same as the Date Exercisable.
- (4) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- (5) These units were acquired upon the reinvestment of dividend equivalents pursuant to the terms of the plan.
- (6) 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.

Remarks:

Line 2 on this form should be labelled "Restricted Stock Unit" as it represents the balance of these units prior to the transaction.

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.