Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESSI Form 4 February 05,	VE CORP/OH/ 2013									
FORM	Л	STATES	SECU	RITIES /	AND EX	CHANGE	COMMISSIO		PPROVAL	
Check this if no long subject to Section 10 Form 4 or Form 5	s box ^{er} STATEN 5.	TED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES d pursuant to Section 16(a) of the Securities Exchange Act of 1934,							3235-0287 January 31, 2005 average irs per . 0.5	
obligation may conti <i>See</i> Instru 1(b).	s Section 17(ction	(a) of the l	Public U	tility Hol	ding Cor		of 1935 or Section	on		
(Print or Type R		D *					5 5 1			
1. Name and Address of Reporting Person <u>*</u> NETTLES PATRICK H			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction				(Che	ck all applicabl		
6300 WILSON MILLS ROAD			(Month/Day/Year) 02/01/2013				X_ Director10% Owner Officer (give titleOther (specify below)below)			
MAYFIELD	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 						
(City)	(State)	(Zip)	Tah	de I - Non-	Derivative	Securities A	Person	of. or Beneficia	lly Owned	
	2. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4 Amount	ies (A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Repo	ort on a separate line	e for each cl	ass of sec		ficially own Perso inforn requir	ned directly on s who rest nation contract or response to response	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	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	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit / (Rest. Stock)	\$ 0 <u>(1)</u>	02/01/2013	А		814.1797 (2)		<u>(3)</u>	(4)	Common	814.1797

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 9	Director	10% Owner	Officer	Other			
NETTLES PATRICK H 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х						
Signatures							
David M. Coffey, by Power of Attorney		02/05/2013					

**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) 1 for 1.
- (2) These phantom shares were acquired upon the reinvestment of dividends pursuant to the terms of the plan.
- (3) The phantom stock units will be distributed in cash at the time elected by the reporting person, subject to the vesting provisions of the plan.
- (4) Expiration Date is the same as the Date Exercisable.

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.