Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Form 4	SIVE CORP/OH/								
February 18, 2015 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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								N OMB Number: Expires: Estimated burden hou response	urs per
	Responses) Address of Reporting BRADLEY T	Person <u>*</u>	Symbol	er Name an		Trading DH/ [PGR	5. Relationship Issuer	of Reporting Per	rson(s) to
(Last) (First) (Middle) 6300 WILSON MILLS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/13/2015			(Check all applicable) <u></u> Director <u></u> Officer (give title below) below) <u></u> Other (specify below)			
MAYFIEL	I 44143	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 Person				
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, -	ies (A) or of (D)	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
Reminder: Re	port on a separate lind	e for each cl	ass of sec	urities bene	Perso inform requir	ns who renation con ed to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		

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	Derivative Security			(D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Unit (rest. Stock)	\$ 0 <u>(1)</u>	02/13/2015	А		2,369.3604		(2)	(3)	Common	2,369.36

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SHEARES BRADLEY T							
6300 WILSON MILLS ROAD	Х						
MAYFIELD VILLAGE, OH 44143							
Signatures							
/s/ David M. Coffey, By Power of Attorney	02/18/2015						
**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 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.
- (3) 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.