PROGRESSIVE CORP/OH/

Form 4 July 21, 2015

FORM 4

OMB APPROVAL

OMB

Number:

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

January 31, Expires: 2005

3235-0287

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

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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 * Charney M Jeffrey | | | 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) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 6300 WILSON MILLS ROAD | | | (Month/Day/Year) 07/17/2015 | Director 10% Owner _X_ Officer (give title Other (specify below) Chief Marketing Officer | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| MAYFIELD VILLAGE, OH 44143 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) 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. 4. Securities Acquired (A TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | d (A) or | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common | 07/17/2015 | | Code V A(1) | Amount 31,170.216 | or (D) A | Price \$ 0 | (Instr. 3 and 4) 83,382.209 | (Instr. 4) | |
| Common | 07/17/2015 | | F | 14,607 | D | \$ 30.76 | 68,775.209 | D | |

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)

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | le and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------------|-----------------|---------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Da | ate | Amou | int of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | Or | | |
| | | | | | | | | | Number | | |
| | | | | C-J- V | (A) (D) | | | | of | | |
| | | | | Coue v | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Charney M Jeffrey 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Chief Marketing Officer

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ David M. Coffey, By Power of Attorney 07/21/2015

**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) These shares were issued pursuant to the vesting of performance-based restricted stock unit awards made in 2012, including dividend equivalents accrued since the grant date.

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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