

PROGRESSIVE CORP/OH/  
Form 8-K  
August 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 21, 2009

**THE PROGRESSIVE CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**1-9518**  
(Commission File Number)

**34-0963169**  
(IRS Employer  
Identification No.)

**6300 Wilson Mills Road, Mayfield Village, Ohio 44143**  
(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code 440-461-5000

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) On August 21, 2009, Jeffrey D. Kelly resigned as a director of The Progressive Corporation in connection with his recent appointment as Executive Vice President and Chief Financial Officer of Renaissance Re Holdings Ltd. Mr. Kelly had been on Progressive's Board since 2000 and most recently served as the Chairman of the Investment and Capital Committee.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 21, 2009

THE PROGRESSIVE CORPORATION

By: /s/ Brian C. Domeck

Name: Brian C. Domeck

Title: Vice President and Chief Financial Officer