

WILLIAMS ROBERT T
Form 4
June 23, 2005

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 *
WILLIAMS ROBERT T

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)
06/22/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Group President - / Agency Business

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common	06/22/2005		M		\$ 24,300	A	22.7916 55,472	D
Common	06/22/2005		S		\$ 3,500	D	100.17 51,972	D
Common	06/22/2005		S		\$ 1,200	D	100.22 50,772	D
Common	06/22/2005		S		\$ 700	D	100.29 50,072	D
Common	06/22/2005		S		\$ 1,500	D	100.32 48,572	D
Common	06/22/2005		S		\$ 1,200	D	100.34 47,372	D
Common	06/22/2005		S		\$ 3,200	D	100.3 44,172	D
Common	06/22/2005		S		\$ 100	D	100.31 44,072	D

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Common	06/22/2005	S	4,500	D	\$ 100.28	39,572	D	
Common	06/22/2005	S	4,100	D	\$ 100.27	35,472	D	
Common	06/22/2005	S	100	D	\$ 100.41	35,372	D	
Common	06/22/2005	S	100	D	\$ 100.26	35,272	D	
Common	06/22/2005	S	500	D	\$ 100.2	34,772	D	
Common	06/22/2005	S	400	D	\$ 100.23	34,372	D	
Common	06/22/2005	S	1,000	D	\$ 100.25	33,372	D	
Common	06/22/2005	S	500	D	\$ 100.19	32,872	D	
Common	06/22/2005	S	100	D	\$ 100.18	32,772	D	
Common	06/22/2005	S	1,300	D	\$ 100.16	31,472	D	
Common	06/22/2005	S	300	D	\$ 100.15	31,172	D	
Common						12,859.013	I	401(k) Plan
Common						846	I	By Children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option	\$ 22.7916	06/22/2005		M	24,300	01/01/2002	12/31/2006	Common	24,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILLIAMS ROBERT T
6300 WILSON MILLS ROAD
MAYFIELD VILLAGE, OH 44143

Group President - Agency Business

Signatures

David M. Coffey, by Power of
Attorney

06/23/2005

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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