CODY WILLIAM M
Form 4
December 01, 2005

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CODY WILLIAM M

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Investment / Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common	11/29/2005		M		8,925	A	$ 22.7916	27,505	D	
Common	11/29/2005		S		2,200	D	$ 123.7	25,305	D	
Common	11/29/2005		S		1,500	D	$ 123.71	23,805	D	
Common	11/29/2005		S		325	D	$ 123.72	23,480	D	
Common	11/29/2005		S		600	D	$ 123.67	22,880	D	
Common	11/29/2005		S		300	D	$ 123.58	22,580	D	
Common	11/29/2005		S		300	D	$ 123.56	22,280	D	
Common	11/29/2005		S		300	D	$ 123.51	21,980	D	

Common	11/29/2005	S	800	D	$ 123.5	21,180	D	
Common	11/29/2005	S	500	D	$ 123.52	20,680	D	
Common	11/29/2005	S	400	D	$ 123.68	20,280	D	
Common	11/29/2005	S	100	D	$ 123.76	20,180	D	
Common	11/29/2005	S	100	D	$ 123.64	20,080	D	
Common	11/29/2005	S	200	D	$ 123.75	19,880	D	
Common	11/29/2005	S	100	D	$ 123.63	19,780	D	
Common	11/29/2005	S	1,100	D	$ 123.65	18,680	D	
Common	11/29/2005	S	100	D	$ 123.82	18,580	D	
Common						2,362.98	I	401(K) Plan

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

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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 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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Option	$ 22.7916	11/29/2005		M			8,925	(1)	12/31/2006	Common	8,925	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODY WILLIAM M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Investment	Officer

Signatures

David M. Coffey, by Power of Attorney	12/01/2005
**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).

(1) The options exercised by the reporting person on 11/29/05 vested on the following dates: 1,275 on 1/1/2000; 2,550 on 1/1/2001; 5,100 on 1/1/2002.

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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