#### PROGRESSIVE CORP/OH/

Form 4

February 01, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

Check this box

Number: January 31,

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 Estimated average burden hours per

Form 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

response... 0.5

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading  Symbol  PROGRESSIVE CORPORT IDGES	5. Relationship of Reporting Person(s) to Issuer				
,	(Check all applicable)				
(Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify				
10/24/2000	below) below) Chairman of Board				
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
	Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned				
	Symbol PROGRESSIVE CORP/OH/ [PGR]  3. Date of Earliest Transaction (Month/Day/Year) 10/24/2006  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acqu				

(City)	(State)	Tabl	le I - Non-l	<b>Derivative</b>	Securi	ities Ac	equired, Disposed	l of, or Benefi	cially 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)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common	10/24/2006		G V	10	D	\$0	53,891	D	
Common	12/01/2006		J <u>(1)</u>	30,000	A	\$0	83,891	D	
Common							199,378.12	I	401(k) Plan
Common	12/01/2006		J <u>(1)</u>	30,000	D	\$ 0	46,999,945	I	By PBL Investments, LP

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

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SEC 1474 (9-02)

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#### number.

## 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.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title			
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

MAYFIELD VILLAGE, OH 44143

Reporting Owner Name / Address	Relationships							
<b>F-</b>	Director	10% Owner	Officer	Other				
LEWIS PETER B								
6300 WILSON MILLS ROAD	X		Chairman of Board					

## **Signatures**

David M. Coffey, by Power of Attorney 02/01/2007

\*\*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) Distribution of shares to reporting person from limited partnership which is wholly owned by reporting person, directly or indirectly, effecting a change in beneficial ownership exempt under Rule 16a-13.

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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