Sauerland John P Form 4 October 27, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

Expires:

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

1(b).

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Sauerland John P | | g Person *_ | 2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|------------|-------------|---|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 6300 WILSON | MILLS RO | AD | (Month/Day/Year) 10/25/2010 | Director 10% Owner _X Officer (give title Other (specify below) Personal Lines Group / President | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| MAVFIFI D V | II I AGE O | H 44143 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |

Person

MAYFIELD VILLAGE, OH 44143

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | Secur | ities Acqui | red, Disposed of, | or Beneficiall | y 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. Securit poor Dispos (Instr. 3, 4 | ed of (| ` ′ | 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 | 10/25/2010 | | M | 25,786 | A | \$ 11.856 | 262,815 | D | |
| Common | 10/25/2010 | | S | 5,438 | D | \$ 21.17 | 257,377 | D | |
| Common | 10/25/2010 | | S | 10,800 | D | \$ 21.185 | 246,577 | D | |
| Common | 10/25/2010 | | S | 2,262 | D | \$ 21.18 | 244,315 | D | |
| Common | | | | | | | 8,484.226 | I | 401(k) Plan |
| Common | | | | | | | 1,200 | I | By Child |
| Common | | | | | | | 5,600 | I | |

By Trust (1)

(9-02)

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 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)

| 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) | orDerivative Securities | | 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 |
| 2002 Employee Option | \$ 11.8556 | 10/25/2010 | | M | | 9,548 | 07/16/2003 | 12/31/2011 | Common | 9,548 |
| 2002 Employee Option | \$ 11.8556 | 10/25/2010 | | M | | 16,238 | (2) | 12/31/2011 | Common | 16,238 |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Sauerland John P

6300 WILSON MILLS ROAD Personal Lines Group President MAYFIELD VILLAGE, OH 44143

Signatures

David M. Coffey, by Power of 10/27/2010 Attorney

> **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)

Reporting Owners 2

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The Reporting Person is trustee of a family trust, certain beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein (including the pecuniary interest of such immediate family members), and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The option vests in three equal annual installments beginning January 1, 2005.

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.