PROGRESSIVE CORP/OH/

Form 4 July 14, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JARRETT CHARLES E	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(T)	PROGRESSIVE CORP/OH/ [PGR]				
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
6300 WILSON MILLS ROAD	07/10/2014	_X_ Officer (give title Other (specify below)			
		Vice Pres, Secretary & CLO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
MAYFIELD VILLAGE, OH 44143		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (7in)					

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	uritie	s Acquire	ed, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A orDisposed of (D (Instr. 3, 4 and	d (A) or	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)	
Common	07/10/2014		$A_{\underline{(1)}}^{(1)}$	55,980.152	(D) A	\$ 0	105,341.121	D	
Common	07/10/2014		D	16,180	D	\$ 0 (2)	89,161.121	D	
Common	07/10/2014		F	26,465 <u>(3)</u>	D	\$ 24.67	62,696.121	D	
Common							5,098.318	I	401(k) Plan

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

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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 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. Transacti Code (Instr. 8)	Securities		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ctionDerivative Securities B) Acquired (A) or Disposed of (D) (Instr. 3, 4,		ionDerivative Expiration Date Securities (Month/Day/Yea Acquired (A) or Disposed of (D) (Instr. 3, 4,		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Deferred Comp Unit	\$ 0 (4)	07/10/2014		A(2)	16,180		<u>(5)</u>	<u>(6)</u>	Common	16,180	9					

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JARRETT CHARLES E 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Vice Pres, Secretary & CLO

Signatures

/s/ David M. Coffey, By Power of Attorney

07/14/2014

**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) These shares were issued pursuant to the vesting of performance-based restricted stock unit awards made in 2011, including dividend equivalent units accrued since the grant date.
- (2) The reporting person elected to defer receipt, upon the vesting thereof, of performance-based restricted common shares granted in 2005. This Form 4 reports the disposition of such restricted shares in exchange for an equal number of units under the applicable deferral plan.
- (3) Delivery of shares to pay taxes upon vesting of restricted stock units.
- (4) 1 for 1.
- (5) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
- (6) Expiration Date is the same as the Date Exercisable.

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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