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PROGRESSIVE CORP/OH/

Form 4

Common

Common

December 18, 2015

FORM	ЛД						APPROVAL	
	UNITED		RITIES AND E ashington, D.C.	COMMISSION	OMB Number:	3235-028		
Check t if no lor subject Section Form 4 Form 5	nger to 16. or Filed pur		NGES IN BENE SECURITIES 16(a) of the Secu	5		Expires: Estimated burden ho response.	urs per	
obligati may con <i>See</i> Inst 1(b).	ons section 17(a) of the Public U		ompany Act	of 1935 or Sectio	n		
(Print or Type	Responses)							
	Address of Reporting san Patricia	Symbol	er Name and Ticker	_	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (1	Middle) 3. Date	of Earliest Transacti		(Check all applicable) Director 10% Owner			
6300 WILS	SON MILLS RD.	12/16/	(Day/Year) 2015		DirectorX Officer (give below) VP and F		her (specify	
(Street)			nendment, Date Orig onth/Day/Year)	inal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MAYFIEL	D VILLAGE, OH	[44143			Form filed by N Person	More than One I	Reporting	
(City)	(State)	(Zip) Tal	ble I - Non-Derivati	ve Securities A	equired, Disposed of	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction(A) or Code (Instr.	rrities Acquired Disposed of (D) 3, 4 and 5) (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	12/16/2015		Code V Amour $F^{(1)}$ 5,913	\$	198,394.217	D		
Common	12/10/2013		1 <u>~</u> 3,713	31.43	ŕ			
Common					12,430.779	I	401(k) Plar	
~					15 500 645	T	Husband's	

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

Persons who respond to the collection of information contained in this form are not (9-02)

I

15,500.647

67,080.39

401(k) Plan Husband's

Trust $\underline{^{(2)}}$

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Griffith Susan Patricia 6300 WILSON MILLS RD. MAYFIELD VILLAGE, OH 44143

VP and Personal Lines COO

Signatures

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

12/18/2015

**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) Delivery of shares to satisfy tax withholding obligation upon vesting of performance-based restricted shares granted in 2006.
- (2) Held in a trust for the benefit of reporting person's spouse.

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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