

PROGRESSIVE CORP/OH/  
Form 4  
April 25, 2006

**FORM 4**

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

OMB APPROVAL

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS ROBERT T**

(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)

04/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Group President - / Agency Business

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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	(D)	Price
Common	04/21/2006		M		41,900	A	\$ 19.2291
Common	04/21/2006		M		23,100	A	\$ 41.3333
Common	04/21/2006		S		13,400	D	\$ 105.5
Common	04/21/2006		S		3,600	D	\$ 105.4
Common	04/21/2006		S		300	D	\$ 105.38
Common	04/21/2006		S		300	D	\$ 105.36
Common	04/21/2006		S		300	D	\$ 105.32

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Common	04/21/2006	S	400	D	\$ 105.29	84,978	D	
Common	04/21/2006	S	1,200	D	\$ 105.27	83,778	D	
Common	04/21/2006	S	900	D	\$ 105.26	82,878	D	
Common	04/21/2006	S	1,200	D	\$ 105.25	81,678	D	
Common	04/21/2006	S	1,500	D	\$ 105.24	80,178	D	
Common	04/21/2006	S	100	D	\$ 104.41	80,078	D	
Common	04/21/2006	S	200	D	\$ 104.39	79,878	D	
Common	04/21/2006	S	100	D	\$ 104.38	79,778	D	
Common	04/21/2006	S	500	D	\$ 104.37	79,278	D	
Common	04/21/2006	S	300	D	\$ 104.36	78,978	D	
Common	04/21/2006	S	300	D	\$ 104.35	78,678	D	
Common	04/21/2006	S	300	D	\$ 104.3	78,378	D	
Common	04/21/2006	S	100	D	\$ 104.25	78,278	D	
Common	04/21/2006	S	200	D	\$ 104.24	78,078	D	
Common	04/21/2006	S	500	D	\$ 104.23	77,578	D	
Common						12,998.902	I	401(k) Plan
Common						846	I	By Children

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

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(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	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Option	\$ 41.3333	04/21/2006		M	23,100	01/01/2003 12/31/2007	Common	23,100

Employee Option	\$ 19.2291	04/21/2006	M	18,233	01/01/2004	12/31/2009	Common	18,233
Employee Option	\$ 19.2291	04/21/2006	M	23,667	01/01/2005	12/31/2009	Common	23,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS ROBERT T 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Group President -	Agency Business

## Signatures

David M. Coffey, by Power of Attorney  
04/25/2006

\_\_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).

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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