

JARRETT CHARLES E
Form 4
August 18, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 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 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 *
JARRETT CHARLES E

2. Issuer Name and Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
6300 WILSON MILLS ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2009

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Secretary and Chief / Legal Officer

MAYFIELD VILLAGE, OH 44143
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common | 08/17/2009 | | M | | 52,140 A \$ 7.218 | D | |
| Common | 08/17/2009 | | S | | 13,840 D \$ 16.16 | D | |
| Common | 08/17/2009 | | S | | 5,900 D \$ 16.17 | D | |
| Common | 08/17/2009 | | S | | 1,400 D \$ 16.18 | D | |
| Common | 08/17/2009 | | S | | 100 D \$ 16.19 | D | |
| Common | 08/17/2009 | | S | | 30,800 D \$ 16.2 | D | |
| Common | 08/17/2009 | | S | | 100 D \$ 16.205 | D | |
| Common | | | | | | I | 4,100.458 |

401(k)
Plan

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

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SEC 1474
(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 (Instr. 8) | 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2000 Employee Option / Granted November 1, 2000 | \$ 7.2178 | 08/17/2009 | | M | 52,140 | <u>(1)</u> 12/31/2009 | Common | 52,140 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|---------------|
| | Director | 10% Owner | Officer | Other |
| JARRETT CHARLES E 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143 | | | Secretary and Chief | Legal Officer |

Signatures

David M. Coffey, by Power of Attorney
Date: 08/18/2009

**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) The option vests in three equal annual installments beginning January 1, 2003.

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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