Burgdoerfer Stuart B Form 4 February 23, 2010

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

**OMB APPROVAL OMB** 

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

Estimated average burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

See Instruction 1(b).

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person \* Burgdoerfer Stuart B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PROGRESSIVE CORP/OH/ [PGR]

(Check all applicable)

(Last)

(City)

6300 WILSON MILLS

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

\_X\_\_ Director 10% Owner Officer (give title Other (specify

02/19/2010

4. If Amendment, Date Original

below) 6. Individual or Joint/Group Filing(Check

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

(Street)

(State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

(A) or

Reported Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

Common 02/19/2010  $A^{(1)}$ 3,125 \$0 A 3,125

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 (9-02)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 3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of 2.. 5. 9. Ni (Month/Day/Year) Execution Date, if Derivative Derivative Conversion TransactionNumber **Expiration Date** Amount of Deriv

#### Edgar Filing: Burgdoerfer Stuart B - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Underlyi Securitie (Instr. 3	es	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr		
			Code V	(A) (D)	Date Exercisable	Expiration Date	or Ni of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
*****	Director	10% Owner	Officer	Other			
Burgdoerfer Stuart B							
6300 WILSON MILLS	X						
MAYFIELD VILLAGE, OH 44143							

## **Signatures**

David M. Coffey, by Power of 02/23/2010 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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Directors Equity Incentive Plan.

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.

2 Reporting Owners