Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESS	SIVE CORP/OH/										
Form 4											
June 14, 201											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
Check th	Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
if no lon subject t Section Form 4 o	1ENT OI		SECUI	Expires:January 3 200Estimated average burden hours per response0.0							
Form 5 obligations may continue. See Instruction 1(b). 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 A RENWICK	2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]				-	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)				[.	onj	(Check	all applicable)	
			3. Date of Earliest Transaction (Month/Day/Year) 06/12/2013					X Director 10% Owner X Officer (give title Other (specify below) below) President and CEO			
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MAYFIEL	D VILLAGE, OH	[44143						Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	ecurit	ties Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common	06/12/2013			D	236,740	D	\$ 0 (1)	2,146,998.093	D		
Common								121,210.448	Ι	401(k) Plan	

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day)	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	
Deferred Comp Unit	\$ 0 <u>(2)</u>	06/12/2013		А	236,740	(3)	(4)	Common	236,740	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RENWICK GLENN M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х		President and CEO			
Signatures						
David M. Coffey, by Power of		06/14/2013				

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).
- The reporting person elected to defer receipt of previously granted restricted common shares upon vesting thereof. This Form 4 reports (1)the disposition of such restricted shares in exchange for an equal number of units under the applicable deferred compensation plan.
- 1 for 1. (2)
- Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected (3)by the reporting person, subject to the payment provisions of the plan.
- (4) 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.