

PROGRESSIVE CORP/OH/
Form 4
July 14, 2014

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 *
KING THOMAS A

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

3. Date of Earliest Transaction (Month/Day/Year)
07/10/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Treasurer

(Street)
MAYFIELD VILLAGE, OH 44143

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

(City) (State) (Zip)

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)
Common	07/10/2014		A ⁽¹⁾	V 8,581.68 A \$ 0	109,871.554	D	
Common	07/10/2014		D	1,220 D \$ 0 ⁽²⁾	108,651.554	D	
Common	07/10/2014		F	2,820 ⁽³⁾ D \$ 24.67	105,831.554	D	
Common					20,887.106	I	401-k Plan

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

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number.

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 (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)	8. Price or Amount of Derivative Security (Instr. 3 and 4)
Deferred Comp Unit	\$ 0 ⁽⁴⁾	07/10/2014		A ⁽²⁾	1,220	⁽⁵⁾ / ⁽⁶⁾	Common 1,220	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KING THOMAS A
6300 WILSON MILLS ROAD
MAYFIELD VILLAGE, OH 44143

Vice President & Treasurer

Signatures

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

07/14/2014

**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) These shares were issued pursuant to the vesting of performance-based restricted stock unit awards made in 2011, including dividend equivalent units accrued since the grant date.
- (2) The reporting person elected to defer receipt, upon the vesting thereof, of performance-based restricted common shares granted in 2005. This Form 4 reports the disposition of such restricted shares in exchange for an equal number of units under the applicable deferral plan.
- (3) Delivery of shares to pay taxes upon vesting of restricted stock units.
- (4) 1 for 1
- (5) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
- (6) 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.

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