

WILLIAMS ROBERT T
Form 4
April 24, 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

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)
04/20/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Group President - / Agency Business

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common	04/20/2006		M		27,300	A	\$ 47.3333	65,578	D	
Common	04/20/2006		M		29,101	A	\$ 19.2291	94,679	D	
Common	04/20/2006		S		16,400	D	\$ 105	78,279	D	
Common	04/20/2006		S		900	D	\$ 105.01	77,379	D	
Common	04/20/2006		S		1,100	D	\$ 105.02	76,279	D	
Common	04/20/2006		S		1,700	D	\$ 105.03	74,579	D	
Common	04/20/2006		S		4,800	D	\$ 105.04	69,779	D	

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Common	04/20/2006	S	801	D	\$ 105.05	68,978	D	
Common	04/20/2006	S	3,800	D	\$ 105.06	65,178	D	
Common	04/20/2006	S	1,200	D	\$ 105.07	63,978	D	
Common	04/20/2006	S	900	D	\$ 105.08	63,078	D	
Common	04/20/2006	S	1,600	D	\$ 105.09	61,478	D	
Common	04/20/2006	S	1,300	D	\$ 105.1	60,178	D	
Common	04/20/2006	S	800	D	\$ 105.11	59,378	D	
Common	04/20/2006	S	500	D	\$ 105.12	58,878	D	
Common	04/20/2006	S	500	D	\$ 105.13	58,378	D	
Common	04/20/2006	S	1,000	D	\$ 105.14	57,378	D	
Common	04/20/2006	S	300	D	\$ 105.16	57,078	D	
Common	04/20/2006	S	1,100	D	\$ 105.17	55,978	D	
Common	04/20/2006	S	200	D	\$ 105.18	55,778	D	
Common	04/20/2006	S	100	D	\$ 105.19	55,678	D	
Common	04/20/2006	S	500	D	\$ 105.2	55,178	D	
Common	04/20/2006	S	300	D	\$ 105.21	54,878	D	
Common	04/20/2006	S	100	D	\$ 105.24	54,778	D	
Common	04/20/2006	S	400	D	\$ 105.25	54,378	D	
Common	04/20/2006	S	200	D	\$ 105.26	54,178	D	
Common	04/20/2006	S	500	D	\$ 105.27	53,678	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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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Option			\$ 47.3333		04/20/2006		M	27,300	01/01/2004	12/31/2008	Common	27,300
Employee Option			\$ 19.2291		04/20/2006		M	23,667	01/01/2003	12/31/2009	Common	23,667
Employee Option			\$ 19.2291		04/20/2006		M	5,434	01/01/2004	12/31/2009	Common	5,434

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

04/24/2006

__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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