PROGRESSIVE CORP/OH/

Form 4 April 26, 2010

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

NETTLES PATRICK H			Symbol PROGRESSIVE CORP/OH/ [PGR]					Issuer (Check all applicable)			
			(Month/Da	ay/Year)				_X_ Director		Owner	
6300 WILSON MILLS ROAD			04/23/2010					Officer (give below)	below)	er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mont	th/Day/Year)				Applicable Line) _X_ Form filed by			
MAYFIELD	VILLAGE, OF	H 44143						Form filed by l Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Dat	te 2A. Deer	med	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)) Executio	n Date, if	Transactio	n(A) or Dis	sposed	of	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(D)			Beneficially	(D) or	Beneficial	
		(Month/l	Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5	5)	Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
						or		(Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(motified and 1)			
Common	04/23/2010			D	10,483	D	\$0	0	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

(1)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Code	5. Number of on orderivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	erivative Expiration Date Underlying Scourities (Month/Day/Year) (Instr. 3 and Executive Couried (A) Disposed of D		Securities	8. Pr Deri Secu (Inst		
			Code V	(A) (I	` /	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit / (Rest. Stock)	\$ 0 (2)	04/23/2010	A	10,483		<u>(3)</u>	(3)	Common	10,483	9

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
NETTLES PATRICK H 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X					

Signatures

David M. Coffey, by Power of Attorney 04/26/2010

**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 phantom stock units under the applicable deferred compensation plan.
- **(2)** 1 for 1.
- (3) These units will be paid out in an equal number of Common Shares at the time elected by the reporting person, subject to the vesting provisions of the 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.

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