

PROGRESSIVE CORP/OH/
Form 4
December 10, 2010

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 *
LEWIS PETER B

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PROGRESSIVE CORP/OH/ [PGR]

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

12/08/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of Board

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common | 12/08/2010 | | J ⁽¹⁾ | 400,000 D | \$ 0 0 | I | As Trustee ⁽²⁾ |
| Common | 12/08/2010 | | J ⁽³⁾ | 18,800 D | \$ 0 0 | I | As Trustee ⁽⁴⁾ |
| Common | 12/08/2010 | | J ⁽³⁾ | 18,800 D | \$ 0 0 | I | As Trustee ⁽⁴⁾ |
| Common | 12/08/2010 | | J ⁽³⁾ | 18,800 D | \$ 0 0 | I | As Trustee ⁽⁴⁾ |
| Common | | | | | 43,308,492 | D | |
| Common | | | | | 223,945.87 | I | |

| | | | | 401(k) Plan |
|--------|-----------|---|--|-------------------------------|
| Common | 2,491,326 | I | | by GRAT (2009) ⁽⁵⁾ |
| Common | 2,000,000 | I | | by GRAT (2010) ⁽⁶⁾ |

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.

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(9-02)

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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS PETER B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143 | X | | Chairman of Board | |

Signatures

David M. Coffey, by Power of Attorney
12/10/2010
Date

**Signature of Reporting Person

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) On December 8, 2010, the reporting person resigned as trustee of a trust for the benefit of the reporting person's grandchildren. As a result, the reporting person is no longer required to report transactions in or holdings of shares owned by such trust.
- (2) Shares are held in a trust for the benefit of the reporting person's grandchildren of which the reporting person is a trustee. Reporting person disclaims beneficial ownership in the shares held by the trust.
- (3) On December 8, 2010, the reporting person resigned as trustee of a trust for the benefit of the reporting person's grandchild. As a result, the reporting person is no longer required to report transactions in or holdings of shares owned by such trust.
- (4) Shares are held in a trust for the benefit of the reporting person's grandchild of which the reporting person is a trustee. Reporting person disclaims beneficial ownership in the shares held by the trust.
- (5) Shares are held in a grantor-retained annuity trust with respect to which the reporting person is sole trustee and sole recipient of the annuity.
- (6) Shares are held in a grantor-retained annuity trust with respect to which the reporting person is sole trustee and sole recipient of the annuity.

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.