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PROGRE Form 4/A January 1		1									
FOR									PPROVAL		
	UNITED	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					N OMB Number:	3235-0287			
	k this box longer							Expires:	January 31,		
subje Sectio	ct to SIAIE on 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5		
may	5 Filed pu	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 Ty	pe Responses)										
1. Name and Address of Reporting Person <u>*</u> DAVIS CHARLES A			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle)	(Chec				ck all applicable)				
(Last) (First) (Middle) 6300 WILSON MILLS ROAD			(Month/Day/Year)X_D			X Director Officer (giv below)					
F			-				6. Individual or Joint/Group Filing(Check Applicable Line)				
			12/30/2010				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if		Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(D) Price					
Reminder:	Report on a separate lin	e for each cla	ass of sec	urities benet	-	-	-				
					inform	nation cont	pond to the colle ained in this form and unless the for	n are not	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

displays a currently valid OMB control number.

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Disposed of	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	√ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	\$ 0 <u>(1)</u>	12/29/2010		A <u>(2)</u>	437.6739		(3)	<u>(4)</u>	Common	437.6739
Phantom Stock Unit / (Rest. Stock)	\$ 0 <u>(1)</u>	12/29/2010		A <u>(2)</u>	972.6491		(3)	<u>(4)</u>	Common	972.6491

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DAVIS CHARLES A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х		Director			
Signatures						
David M. Coffey, by Power of		01/12/2011				

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).
- (1) 1 for 1.

These phantom shares were acquired upon the reinvestment of dividends pursuant to the terms of the plan. The reporting person's December 30, 2010 Form 4 improperly reported this acquisition as a disposition (D) of phantom shares in Column 5 of Table II thereof.

- (2) December 30, 2010 Form 4 improperty reported this acquisition (b) of phantom shares in Column 5 of Fable II.
 (2) This Form 4 amends the December 30, 2010 Form 4 to properly report the transaction as an acquisition (A) of phantom shares in Column 5 of Table II.
- (3) The phantom stock units will be distributed in cash at the time elected by the reporting person, subject to the vesting 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.