Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Form 4	VE CORP/OH	/								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								2235-0287		
if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er 5. 5. Filed pu 18 nue. Ction	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 20(b) of the Investment Company Act of 1940								January 31, 2005 average irs per 0.5
(Print or Type R 1. Name and A Krasowski V	2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 6300 WILSO	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009					Director 10% Owner X Officer (give title Other (specify below) below) Chief Human Resources Officer				
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ties Aco	Person uired, Disposed of	f or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution any		3. Transactic Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	ties Adispose 4 and (A) or	cquired d of 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
Common	01/01/2009			Code V $F^{(1)}$	Amount 1,364	(D) D	Price \$ 14.6	32,395	D	
Common							1 1.0	13,665.966	Ι	401(k) Plan

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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo 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				
Krasowski Valerie A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Human Resources Officer					
Signatures								
David M. Coffey, by Power of Attorney		01/05/2009						
**Signature of Reporting Person		Date						
Evaluation of Dooponooo								

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) Delivery of shares to pay taxes upon vesting of restricted shares.

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.