PROGRESSIVE CORP/OH/

Form 4 April 27, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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Check this box

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

1(b).

(Last)

(Instr. 3)

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * HARDIS STEPHEN R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PROGRESSIVE CORP/OH/ [PGR]

(Middle)

anv

(Month/Day/Year)

3. Date of Earliest Transaction

(Check all applicable)

(First)

(Street)

(Month/Day/Year) 04/23/2010

Director 10% Owner Officer (give title Other (specify

below)

6300 WILSON MILLS ROAD

4. If Amendment, Date Original

Code V

 $A^{(1)}$

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

04/23/2010

4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

10,307

5. Amount of Securities Beneficially (D) or Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

(D) Price

A

\$0 231,659

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of 1. Title of 5. 9. Ni (Month/Day/Year) Execution Date, if Derivative TransactionNumber **Expiration Date** Amount of Deriv Derivative Conversion

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Security	or Exercise	any	Code	of		(Month/Day	/Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of	(Month/Day/Year)	(Instr. 8	8) D	Derivative Securities			Secur	ities	(Instr. 5)	Bene
	Derivative	•		Se				(Instr. 3 and 4)			Own
	Security			A	equired						Follo
				(<i>A</i>) or						Repo
				D	isposed						Trans
				of	(D)						(Instr
			(Instr. 3,								
				4,	and 5)						
			Code	V (A	(D)	Date	Expiration	Title	Amount		
						Exercisable	Date		or		
									Number		
									of		
									Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARDIS STEPHEN R							
6300 WILSON MILLS ROAD	X						
MAYFIELD VILLAGE, OH 44143							

Signatures

David M. Coffey, by Power of 04/27/2010 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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Directors Equity Incentive 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.

2 Reporting Owners