#### **HEALY BERNADINE**

Form 4 April 27, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

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response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HEALY BERNADINE** 

(First)

(Street)

(State)

04/23/2010

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PROGRESSIVE CORP/OH/ [PGR]

(Check all applicable)

3. Date of Earliest Transaction

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

Filed(Month/Day/Year)

Director 10% Owner Officer (give title Other (specify

below)

6300 WILSON MILLS ROAD

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

MAYFIELD VILLAGE, OH 44143

(Month/Day/Year)

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

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

1.Title of Security (Instr. 3)

Common

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned Following

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

(A)

Reported Transaction(s)

or (Instr. 3 and 4)

Amount (D) Price 9,588 \$0 A

(Instr. 3, 4 and 5)

Code V  $A^{(1)}$ 

D 80,509

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)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. TransactionNumber 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of

8. Price of 9. Ni Derivative Deriv

1

#### Edgar Filing: HEALY BERNADINE - Form 4

| Security (Instr. 3) | or Exercise Price of Derivative Security | any<br>(Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | s<br>I              | /Year) | Underlying<br>Securities<br>(Instr. 3 and 4) | Security (Instr. 5) | Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---------------------|--|-------------------------|-----------------|---|---------------------|--------|--|---------------------|--|
|                     |  |                         | Code V          | (A) (D)   | Date<br>Exercisable | -      | Title Amount or Number of Shares             |                     |  |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| reporting 6 wher runner runners   | Director      | 10% Owner | Officer | Other |  |  |  |
| HEALY BERNADINE<br>6300 WILSON MILLS ROAD<br>MAYFIELD VILLAGE, OH 44143 | X             |           |         |       |  |  |  |

# **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