## Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Form 4	SIVE CORP/OH/ 2014										
March 20, 2014 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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								N OMB Number: Expires: Estimated burden hou response	Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Domeck Brian			Symbol	er Name <b>an</b> RESSIVE		Trading DH/ [PGR]	<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>] (Check all applicable)</li></ul>				
(Last)(First)(Middle)6300 WILSON MILLS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 03/19/2014				Director 10% Owner X Officer (give title Other (specify below) below) Vice Pres & Chief Fin Officer				
(Street) MAYFIELD VILLAGE, OH 44143			4. If Amendment, Date Original Filed(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 Person					
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	llv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3.	4. Securit mAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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		
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont red to resp nys a curre	or indirectly. spond to the collecained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(1
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(1)</u>	03/19/2014		А		21,369		(2)	(3)	Common	21,369	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
Domeck Brian 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Vice Pres & Ch	ief Fin Officer				
Signatures								
/s/ David M. Coffey, By Power of Attorney		03/20/20	14					

\*\*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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- These restricted stock units will vest in three equal annual installments beginning January 1, 2017, subject to earlier vesting or forfeiture(2) in accordance with the plan and the award agreement, including the earlier vesting of a portion of the units if the reporting person achieves his or her qualified retirement eligibility date.

(3) 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.

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