PROGRESSIVE CORP/OH/

Form 4 May 18, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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).

(Print or Type Responses)

1. Name and Address of Reporting Person * DAVIS CHARLES A

6300 WILSON MILLS ROAD

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PROGRESSIVE CORP/OH/ [PGR]

(Check all applicable)

OMB

Number:

Expires:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last)

(Instr. 3)

Common

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Officer (give title Other (specify

05/15/2015

4. If Amendment, Date Original

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

below)

MAYFIELD VILLAGE, OH 44143

(State)

05/15/2015

(City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following (Instr. 4)

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

Reported (A)

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

Code V

 $A^{(1)}$ 9,916 \$0 A 299,175

or

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

(Month/Day/Year)

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 Derivative Conversion TransactionNumber **Expiration Date** Amount of Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr	
			Code V	(A) (D)	Date Exercisable	Expiration Date	or Ni of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 5	Director	10% Owner	Officer	Other			
DAVIS CHARLES A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X						

Signatures

/s/ David M. Coffey, By Power of 05/18/2015 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, will vest on April 15, 2016. 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