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

PROGRESSIVE CORP/OH/ Form 4 July 06, 2016							
FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pur	Wa IENT OF CHAN suant to Section a) of the Public U	RITIES AND EXCHAN ashington, D.C. 20549 NGES IN BENEFICIAL SECURITIES 16(a) of the Securities Ex Jtility Holding Company nvestment Company Act	COWNERSHIP OF	OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type Responses)							
1. Name and Address of Reporting Griffith Susan Patricia	Symbol	er Name <b>and</b> Ticker or Trading RESSIVE CORP/OH/ [P0	Issuer GR1	Reporting Person(s) to			
(Last) (First) ( 6300 WILSON MILLS RD.		of Earliest Transaction Day/Year) 2016	X Director X Officer (give below)	X Officer (give title Other (specify			
(Street) MAYFIELD VILLAGE, OH	Filed(Mo	endment, Date Original onth/Day/Year)	Applicable Line) _X_ Form filed by O Form filed by M	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State)	(7:)	ole I - Non-Derivative Securit	Person	or Beneficially Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or	5. Amount of 6. Securities For Beneficially (I Owned (I	Ownership 7. Nature of orm: Direct Indirect D) or Indirect Beneficial			
Reminder: Report on a separate line	e for each class of sec	Persons who information or required to re	ctly or indirectly. o respond to the collect contained in this form a espond unless the form urrently valid OMB cont	ire not (9-02) 1			

 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					(.
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(1)	07/01/2016		А		31,589		(2)	(3)	Common	31,589	

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Griffith Susan Patricia 6300 WILSON MILLS RD. MAYFIELD VILLAGE, OH 44143	Х		President and CEO	
Signatures				
/s/ David M. Coffey, By Power of Attorney		07/06/20	16	

\*\*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 units will vest in three equal annual installments beginning January 1, 2019, subject to earlier vesting or forfeiture in accordance(2) with the plan and the award agreement, including the earlier vesting of a portion of the units if the reporting person hereafter achieves 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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