Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESS	SIVE CORP/OH/										
Form 4	<i>C</i>										
July 18, 201											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB	OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
Check the if no lor subject to Section Form 4 Form 5	to STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940							1935 or Section				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> CODY WILLIAM M			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) ((Middle) 3. Date of Earliest Transaction (Check							all applicable)		
6300 WILSON MILLS ROAD			(Month/Day/Year) 07/14/2016					Director 10% Owner X Officer (give title Other (specify below) below) Chief Investment Officer			
MAVEIEI	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					
	D VILLAGE, OH						ł	Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Se	curitie	es Acqui	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code		of (D)	red (A) Price	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 Beneficial Ownership (Instr. 4)	
Common	07/14/2016			$A^{(1)}$	7,341.506	A (D)	\$ 0	160,687.43	D		
Common	07/14/2016			F	3,593	D	\$ 33.56	157,094.43	D		
Common								4.789	I	401(k) Plan	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	of	;	Date	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CODY WILLIAM M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Investment Officer				
Signatures							
/s/ Charles E. Jarrett, By Power of Attorney		07/18/20	16				
**Signature of Reporting Person		Date					
Explanation of Responses:							

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- * 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).
- These shares were issued pursuant to the vesting of performance-based restricted stock unit awards made in 2013, including dividend (1) equivalents accrued since the grant date.

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.