#### PROGRESSIVE CORP/OH/

Form 4 July 18, 2016

## FORM 4

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

**OMB** Number:

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**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RENWICK GLENN M Issuer Symbol PROGRESSIVE CORP/OH/ [PGR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify 6300 WILSON MILLS ROAD 07/14/2016 below) below) **Executive Chairman** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MAYFIELD VILLAGE, OH 44143 Person

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Secu	rities .	Acquired	, Disposed of, or B	eneficially O	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	n: Beneficial ct (D) Ownership	
G	07/14/0016		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common	07/14/2016 07/14/2016		A <u>(1)</u> F	24,412.7222 8,752	A D	\$ 0 \$ 33.56	972,950.4612 964,198.4612		

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

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)

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

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)	5. Number of orDerivative Securities Acquire (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I d (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	·			Code V	(A) (E	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Deferred Comp Unit	\$ 0 (2)	07/14/2016		A(3)	198,434.57	<u>(4)</u>	(5)	Common	198,434	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
, r	Director	10% Owner	Officer	Other			
RENWICK GLENN M							
6300 WILSON MILLS ROAD	X		<b>Executive Chairman</b>				
MAYFIELD VILLAGE, OH 44143							

# **Signatures**

/s/ Charles E. Jarrett, By Power of Attorney

07/18/2016

Date

\*\*Signature of Reporting Person

# **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).
- These common shares were acquired upon the vesting of dividend equivalent units related to the performance-based restricted stock unit (1) award granted in 2013 and deferred by the reporting person. These dividend equivalent units are not eligible for deferral under any applicable plan.
- **(2)** 1 for 1
- (3) The reporting person elected to defer receipt of common shares upon the vesting of a performance-based restricted stock units award
- (4) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
- (5) 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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