PROGRESSIVE CORP/OH/

Form 4 April 26, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * LEWIS PETER B (Last) (First) (Middle) | | ng Person * | 2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|-------------|--|---|--|--|--|
| | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | | |
| 6300 WILSON MILLS ROAD | | OAD | 04/25/2005 | X Officer (give title Other (specify below) | | | |
| | | | | Chairman of Board | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| MAYFIELD VILLAGE, OH 44143 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) Ta | ble I - Non | -Derivativ | e Secı | ırities Acqui | ired, Disposed of | f, or Beneficia | ally Owned |
|--------------------------------------|--------------------------------------|---|--|-------------------------------------|---------|---------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securition Dispose (Instr. 3, 4) | ed of (| | 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 | | | | | , | | 7,560 | D | |
| Common | | | | | | | 49,728.991 | I | 401(k) Plan |
| Common | 04/26/2005 | | S | 6,300 | D | \$ 90.2994 | 1,110,612 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | | S | 6,900 | D | \$ 90.4096 | 1,103,712 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | | S | 4.300 | D | | 1.099.412 | I | |

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| | | | | | \$ 90.4935 | | | As GP of Lewis Children LP III |
|--------|------------|---|--------|---|---------------|-----------|---|---|
| Common | 04/26/2005 | S | 8,300 | D | \$ 90.5112 | 1,091,112 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 8,300 | D | \$ 90.5808 | 1,082,812 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 10,000 | D | \$ 90.6996 | 1,072,812 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 5,100 | D | \$ 90.7318 | 1,067,712 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 6,200 | D | \$ 90.9237 | 1,061,512 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 9,600 | D | \$ 91.0166 | 1,051,912 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 4,500 | D | \$ 91.1089 | 1,047,412 | I | As GP of Lewis Children LP III |
| Common | 04/26/2005 | S | 5,500 | D | \$ 91.1933 | 1,041,912 | I | As GP of Lewis Children LP III |
| Common | | | | | | 947,843 | I | By Lewis Children IV, LLC |
| Common | 04/25/2005 | S | 3,300 | D | \$ 91.1912 | 940,483 | I | By Lewis Children V, LLC |
| Common | 04/25/2005 | S | 5,900 | D | \$ 91.2951 | 934,583 | I | By Lewis Children V, LLC |

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| Common | 04/25/2005 | S | 6,600 | D | \$ 91.3059 | 927,983 | I | By Lewis Children V, LLC |
|--------|------------|---|-------|---|---------------|------------|---|----------------------------------|
| Common | 04/25/2005 | S | 3,200 | D | \$ 91.365 | 924,783 | I | By Lewis Children V, LLC |
| Common | 04/25/2005 | S | 2,700 | D | \$ 91.3907 | 922,083 | I | By Lewis Children V, LLC |
| Common | 04/25/2005 | S | 5,400 | D | \$ 91.4485 | 916,683 | I | By Lewis Children V, LLC |
| Common | 04/25/2005 | S | 5,000 | D | \$ 91.513 | 911,683 | I | By Lewis Children V, LLC |
| Common | 04/25/2005 | S | 7,400 | D | \$ 91.6036 | 904,283 | I | By Lewis Children V, LLC |
| Common | 04/25/2005 | S | 750 | D | \$ 90.7276 | 3,155.7 | I | By Lewis Children VI, LLC |
| Common | 04/26/2005 | S | 700 | D | \$ 90.981 | 2,455.7 | I | By Lewis Children VI, LLC |
| Common | | | | | | 499,500 | I | By Lewis Children VII, LLC |
| Common | | | | | | 12,172,305 | I | By PBL Investments, LP |

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 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)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------|------------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | (Instr. 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | Follo |
| | | | | | (A) or | | | | Repo |
| | | | | | | | | | |

(9-02)

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Exercisable

Expiration Title Amount Date

or

Number of Shares

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer

Other

LEWIS PETER B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

X

Chairman of Board

Signatures

David M. Coffey, by Power of Attorney

04/26/2005

**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).

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.

Reporting Owners 4

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