PROGRESSIVE CORP/OH/

Form 4

October 03, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Form 5 obligations may continue.

See Instruction 1(b).

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

2. Issuer Name and Ticker or Trading

PROGRESSIVE CORP/OH/ [PGR]

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

HEALY BERNADINE

(First) (Middle)

2. Transaction Date 2A. Deemed

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(State)

(Zip)

4. If Amendment, Date Original

(Month/Day/Year)

09/30/2005

Symbol

Filed(Month/Day/Year)

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A) or

Code V Amount (D) Price

Owned Following Reported

Transaction(s) (Instr. 3 and 4)

Issuer

below)

Person

5. Amount of

Securities

Beneficially

X Director

Applicable Line)

Officer (give title

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

Persons who respond to the collection of 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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

0.5

SEC 1474

(9-02)

7. Nature of

Indirect

8

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

Code V (A) (D) Date Expiration Title Amount or Exercisable Date Number of Shares

Phantom

Stock $\$ 0 \ \underline{^{(1)}}$ 09/30/2005 A 50.7965 $\underline{^{(2)}}$ Common 50.7965 \$ Unit

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HEALY BERNADINE 6300 WILSON MILLS ROAD X MAYFIELD VILLAGE, OH 44143

Signatures

David M. Coffey, by Power of Attorney 10/03/2005

**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).
- **(1)** 1 for 1
- (2) The phantom stock units will be distributed in cash at the time elected by the reporting person, subject to the vesting provisions of the Plan.

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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