

PROGRESSIVE CORP/OH/
Form 4
October 04, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS PETER B

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

PROGRESSIVE CORP/OH/ [PGR]

3. Date of Earliest Transaction (Month/Day/Year)

09/30/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	08/15/2005		G	V 10 D \$ 0	7,828	D	
Common	09/23/2005		J ⁽¹⁾	25,132 A \$ 0	32,960	D	
Common	09/26/2005		G	V 26,683 D \$ 0	6,277	D	
Common	09/28/2005		J ⁽¹⁾	3,368 A \$ 0	9,645	D	
Common					49,759.876	I	401(k) Plan
Common	09/30/2005		S ⁽²⁾	9,281.1 D \$ 96.41	0	I	As GP of Lewis Children LP III
Common	09/30/2005		S ⁽³⁾	9,478.4 D	0	I	

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					\$				By Lewis Children IV, LLC	
					96.41					
Common	09/30/2005		S ⁽⁴⁾	9,042.8	D	\$	96.41	0	I	By Lewis Children V, LLC
Common	09/30/2005		S ⁽⁵⁾	2,455.7	D	\$	96.41	0	I	By Lewis Children VI, LLC
Common	09/30/2005		J ⁽⁶⁾	499,500	D	\$	0	0	I	By Lewis Children VII, LLC
Common	09/23/2005		J ⁽¹⁾	25,132	D	\$	0	12,137,023	I	By PBL Investments, LP
Common	09/28/2005		J ⁽¹⁾	3,368	D	\$	0	12,133,655	I	By PBL Investments, LP
Common	09/30/2005		J ⁽⁶⁾	499,500	A	\$	0	12,633,155	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
10/04/2005

__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) Distribution of shares to reporting person from limited partnership which is wholly owned by reporting person, directly or indirectly, effecting a change in beneficial ownership exempt under Rule 16a-13.
 - (2) Represents the sale by the reporting person of all of his interests in Lewis Children LP III.
 - (3) Represents the sale by the reporting person of all of his interests in Lewis Children IV, LLC.
 - (4) Represents the sale by the reporting person of all of his interests in Lewis Children V, LLC.
 - (5) Represents the sale by the reporting person of all of his interests in Lewis Children VI, LLC.
 - (6) The reporting person was the owner of a 99.9% non-voting membership interest in Lewis Children VII, LLC (the 'LLC'), which was liquidated on September 30, 2005. These entries report the resulting distribution of common Shares from the liquidated LLC to a limited partnership which is wholly owned by the reporting person, directly or indirectly, effecting a change in beneficial ownership exempt under Rule 16a-13.

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.