### Edgar Filing: PROGRESSIVE CORP/OH/ - Form 3

#### PROGRESSIVE CORP/OH/

Form 3

January 14, 2015

### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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**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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement PROGRESSIVE CORP/OH/ [PGR] Sieger Michael D (Month/Day/Year) 01/05/2015 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 6300 WILSON MILLS ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person (give title below) (specify below) **MAYFIELD** Form filed by More than One Claims Operations Leader VILLAGE, OHÂ 44143 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common 38,802.381 (1) Common 1.59 I In 401(k) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Deferred Comp Unit	(2)	(3)	Common	21,297.769	\$ (4)	D	Â
Restricted Stock Unit	$\hat{A}$ $\underline{(5)}$	(3)	Common	22,533.411	\$ <u>(6)</u>	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
toporting of their tumo, requires	Director 10% Owner Officer		Other		
Sieger Michael D 6300 WILSON MILLS ROAD MAYFIELD VILLAGE. OH 44143	Â	Â	Claims Operations Leader	Â	

### **Signatures**

/s/Laurie F. Humphrey, By Power of Attorney

01/14/2015

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 6,175 shares, in the aggregate, of restricted stock pursuant to awards granted in 2006 and 2007 which will vest if the applicable performance measures are achieved pior to the expiration date of the respective award.
  - Deferred compensation units relating to bonuses and restricted stock awards made prior to March 2005, and dividend equivalents related to deferred account balances, will be paid out in cash at the time elected by the reporting person subject to the payment provisions of the
- (2) applicable deferral plan. Deferred compensation units relating to restricted stock and restricted stock unit awards made on or after March 2005 will be paid out in shares of Common Shares at the time elected by the reporting person subject to the payment provisions of the applicable deferral plan.
- (3) Expiration Date is the same as the Date Exercisable.
- **(4)** 1 for 1
  - Represents time-based restricted stock units granted to the reporting person between 2011 and 2014. Subject to the terms of the plan and award agreements, each award vests in three equal installments on the third, fourth and fifth January 1st following the date of grant or,
- with respect to the grants made in 2013 and 2014, on an earlier date that the reporting person achieves qualified retirement eligibility as defined in the plan. The following number of units are scheduled to vest on January 1st of each of the following years: 2016 7,925.37 units; 2017 5,057.06 units; 2018 2,376.327 units; 2019 1,211 units. In addition, 5,963.654 units are scheduled to vest on June 1, 2016, the reporting person's qualified retirement eligibility date.
- (6) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.

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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