PROGRESSIVE CORP/OH/

Form 4

February 18, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

6300 WILSON MILLS ROAD

(Middle)

Barbagallo John A

2. Issuer Name and Ticker or Trading

Symbol

PROGRESSIVE CORP/OH/ [PGR]

(Month/Day/Year)

3. Date of Earliest Transaction

02/13/2015

Director 10% Owner Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

X_ Officer (give title below) below) Commercial Lines Grp President

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

Person

Issuer

MAYFIELD VILLAGE, OH 44143

(Street)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

(Instr. 8)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Execution Date, if

(Month/Day/Year)

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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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount or Exercisable Date Number of Shares Restricted

Α

Reporting Owners

<u>(1)</u>

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

965.636

Barbagallo John A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Commercial Lines Grp President

(2)

(3)

Common 965.636

Signatures

Stock Unit

/s/ David M. Coffey, By Power of Attorney 02/18/2015

**Signature of Reporting Person Date

02/13/2015

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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- (2) These units, which were acquired upon the reinvestment of dividend equivalents, will vest at the same time as the Restricted Stock Units to which they relate.
- (3) 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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