PROGRESSIVE CORP/OH/

Form 4 March 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or	Type	Response	es
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1. Name and Address of Reporting Person * HARDIS STEPHEN R		orting Person *	Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	PROGRESSIVE CORP/OH/ [PGR]	(Check all applicable)			
6300 WILSO	, ,	, ,	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2006	X Director 10% Owner Officer (give title Other (specify			
0300 WILSO	(Street)	KOND	4. If Amendment, Date Original	below) below) 6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MAYFIELD) VILLAGE	, OH 44143		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owner			

(City)	(State) (2	Table	I - Non-Do	erivative Securitie	es Acquired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) P	Price (Instr. 3 and 4)		
			Code V				
Common	03/15/2006		D	1,142 D \$	38,289	D	

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 (9-02)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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	ate	Underlying Securiti		8. Pric Deriva Securi (Instr.
			Code V	(A) (D	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (Rest. Stock)	\$ 0 (2)	03/15/2006	A	1,142	(3)	(3)	Common	1,142	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
HARDIS STEPHEN R 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X					

Signatures

David M. Coffey, by Power of Attorney 03/16/2006

**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).
- The reporting person elected to defer receipt of previously granted restricted Common Shares upon vesting thereof. This Form 4 reports (1) the disposition of such restricted shares in exchange for an equal number of phantom stock units under the applicable deferred compensation plan.
- (**2**) 1 for 1
- (3) These units will be paid out in an equal number of Common Shares 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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