

PROGRESSIVE CORP/OH/
Form 4
October 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
KING THOMAS A

(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)

10/16/2006

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)
Vice President

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)
			Code	V	Amount	Price	
Common	10/16/2006		M		19,200	\$ 10.3333	A 106,928 D
Common	10/16/2006		M		20,400	\$ 11.8333	A 127,328 D
Common	10/16/2006		M		49,140	\$ 4.8072	A 176,468 D
Common	10/16/2006		M		38,604	\$ 7.6666	A 215,072 D
Common	10/16/2006		M		19,608	\$ 13.0116	A 234,680 D
Common	10/16/2006		S		640	\$ 24.46	D 234,040 D
Common	10/16/2006		S		4,000	\$ 24.47	D 230,040 D

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Common	10/16/2006	S	4,500	D	\$ 24.48	225,540	D	
Common	10/16/2006	S	1,500	D	\$ 24.49	224,040	D	
Common	10/16/2006	S	2,300	D	\$ 24.5	221,740	D	
Common	10/16/2006	S	7,400	D	\$ 24.51	214,340	D	
Common	10/16/2006	S	6,736	D	\$ 24.52	207,604	D	
Common	10/16/2006	S	9,100	D	\$ 24.53	198,504	D	
Common	10/16/2006	S	5,500	D	\$ 24.54	193,004	D	
Common	10/16/2006	S	2,800	D	\$ 24.55	190,204	D	
Common	10/16/2006	S	2,000	D	\$ 24.56	188,204	D	
Common	10/16/2006	S	3,900	D	\$ 24.57	184,304	D	
Common	10/16/2006	S	3,100	D	\$ 24.58	181,204	D	
Common	10/16/2006	S	2,200	D	\$ 24.59	179,004	D	
Common	10/16/2006	S	2,000	D	\$ 24.6	177,004	D	
Common	10/16/2006	S	2,500	D	\$ 24.61	174,504	D	
Common	10/16/2006	S	3,876	D	\$ 24.62	170,628	D	
Common	10/16/2006	S	3,000	D	\$ 24.63	167,628	D	
Common	10/16/2006	S	1,500	D	\$ 24.64	166,128	D	
Common	10/16/2006	S	1,000	D	\$ 24.65	165,128	D	
Common	10/16/2006	S	300	D	\$ 24.66	164,828	D	
Common	10/16/2006	S	1,000	D	\$ 24.67	163,828	D	
Common						18,581.692	I	401-K Plan
Common						15,635.088	I	Wife's 401-K Plan

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.

SEC 1474
(9-02)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	--	--	---

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Option			\$ 10.3333	10/16/2006	M		19,200	01/01/2003 12/31/2007	Common	19,200
Employee Option			\$ 11.8333	10/16/2006	M		20,400	01/01/2004 12/31/2008	Common	20,400
Employee Option			\$ 4.8072	10/16/2006	M		49,140	01/01/2003 12/31/2009	Common	49,140
Employee Option			\$ 7.6666	10/16/2006	M		38,604	10/16/2002 12/31/2010	Common	38,604
Employee Option			\$ 13.0116	10/16/2006	M		19,608	07/16/2003 12/31/2011	Common	19,608

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KING THOMAS A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Vice President	

Signatures

David M. Coffey, by Power of Attorney
10/17/2006
Date

**Signature of Reporting Person

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).

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.