

PROGRESSIVE CORP/OH/
Form 4
June 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
MATTHEWS NORMAN S

(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)

06/17/2008

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)

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 Ownership (Instr. 4)
				Code	V Amount Price			
Common	06/17/2008		M		16,844 A \$ 10.483	208,817	D	
Common	06/17/2008		M		35,045 A \$ 4.7456	243,862	D	
Common	06/17/2008		S		1,400 D \$ 20.92	242,462	D	
Common	06/17/2008		S		2,344 D \$ 20.9201	240,118	D	
Common	06/17/2008		S		8,500 D \$ 20.925	231,618	D	
Common	06/17/2008		S		2,000 D \$ 20.93	229,618	D	
Common	06/17/2008		S		1,000 D \$ 20.9301	228,618	D	
Common	06/17/2008		S		8,100 D \$ 20.94	220,518	D	

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Common	06/17/2008	S	1,900	D	\$ 20.9401	218,618	D	
Common	06/17/2008	S	7,600	D	\$ 20.95	211,018	D	
Common	06/17/2008	S	1,900	D	\$ 20.9501	209,118	D	
Common	06/17/2008	S	200	D	\$ 20.9502	208,918	D	
Common	06/17/2008	S	200	D	\$ 20.9503	208,718	D	
Common	06/17/2008	S	400	D	\$ 20.89	208,318	D	
Common	06/17/2008	S	400	D	\$ 20.895	207,918	D	
Common	06/17/2008	S	100	D	\$ 20.899	207,818	D	
Common	06/17/2008	S	600	D	\$ 20.9	207,218	D	
Common	06/17/2008	S	600	D	\$ 20.905	206,618	D	
Common	06/17/2008	S	1,300	D	\$ 20.91	205,318	D	
Common	06/17/2008	S	1,000	D	\$ 20.915	204,318	D	
Common	06/17/2008	S	1,000	D	\$ 20.935	203,318	D	
Common	06/17/2008	S	1,200	D	\$ 20.937	202,118	D	
Common	06/17/2008	S	100	D	\$ 20.939	202,018	D	
Common	06/17/2008	S	1,300	D	\$ 20.945	200,718	D	
Common	06/17/2008	S	1,700	D	\$ 20.955	199,018	D	
Common	06/17/2008	S	100	D	\$ 20.96	198,918	D	
Common	06/17/2008	S	100	D	\$ 20.9701	198,818	D	
Common						6,000	I	IRA

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
1999 Director Option		\$ 10.483		06/17/2008	M	16,844	10/24/1999 04/23/2009	Common 16,844
2000 Director Option		\$ 4.7456		06/17/2008	M	35,045	10/22/2000 04/21/2010	Common 35,045

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATTHEWS NORMAN S
6300 WILSON MILLS ROAD
MAYFIELD VILLAGE, OH 44143

X

Signatures

David M. Coffey, by Power of Attorney

06/19/2008

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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