

Sauerland John P
Form 3
June 22, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Å Sauerland John P
(Last) (First) (Middle)

6300 WILSON MILLS ROAD
(Street)

MAYFIELD VILLAGE, Å OH Å 44143
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/12/2006

3. Issuer Name and Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Direct Group / President

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	32,076 ⁽¹⁾	D	Å
Common	7,545.32	I	401(k) Plan
Common	1,200	I	By Child
Common	5,600	I	By Sauerland Partnership ⁽²⁾
Common	5,600	I	By Trust ⁽³⁾

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Option	01/01/2003	12/31/2007	Common	15,600 ⁽⁴⁾	\$ 10.3333	D	Â
Employee Option	01/01/2004	12/31/2008	Common	14,400 ⁽⁴⁾	\$ 11.8333	D	Â
Employee Option	01/01/2003	12/31/2009	Common	13,848 ⁽⁴⁾	\$ 4.8072	D	Â
Employee Option	01/01/2004	12/31/2009	Common	13,848 ⁽⁴⁾	\$ 4.8072	D	Â
Employee Option	01/01/2005	12/31/2009	Common	13,848 ⁽⁴⁾	\$ 4.8072	D	Â
Employee Option	01/01/2003	12/31/2009	Common	3,192 ⁽⁴⁾	\$ 5.5468	D	Â
Employee Option	01/01/2004	12/31/2009	Common	3,192 ⁽⁴⁾	\$ 5.5468	D	Â
Employee Option	01/01/2005	12/31/2009	Common	3,192 ⁽⁴⁾	\$ 5.5468	D	Â
Employee Option	01/01/2004	12/31/2010	Common	8,604 ⁽⁴⁾	\$ 7.6666	D	Â
Employee Option	01/01/2005	12/31/2010	Common	8,604 ⁽⁴⁾	\$ 7.6666	D	Â
Employee Option	01/01/2006	12/31/2010	Common	8,604 ⁽⁴⁾	\$ 7.6666	D	Â
Employee Option	10/16/2002	12/31/2010	Common	12,912 ⁽⁴⁾	\$ 7.6666	D	Â
Employee Option	01/01/2005	12/31/2011	Common	4,932 ⁽⁴⁾	\$ 13.0116	D	Â
Employee Option	01/01/2006	12/31/2011	Common	4,932 ⁽⁴⁾	\$ 13.0116	D	Â
Employee Option	01/01/2007	12/31/2011	Common	4,932 ⁽⁴⁾	\$ 13.0116	D	Â
Employee Option	07/16/2003	12/31/2011	Common	8,700 ⁽⁴⁾	\$ 13.0116	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sauerland John P 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Â	Â	Â	Direct Group President

Signatures

David M. Coffey, by Power of
Attorney 06/22/2006

 **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).

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- (1) Includes 28,452 shares of restricted stock previously granted to the Reporting Person pursuant to The Progressive Corporation 2003 Incentive Plan.

The Reporting Person is a general partner of the partnership that owns the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (2) The Reporting Person is trustee of a family trust, certain beneficiaries of which are immediate family members of the Reporting Person.
- (3) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein (including the pecuniary interest of such immediate family members), and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) All Derivative Security balances and exercise prices reported herein have been adjusted to reflect a 4-for-1 stock split, which was effected in the form of a stock dividend paid on May 18, 2006 to shareholders of record on May 8, 2006. All such balances and exercise prices reported by the Reporting Person in the future will likewise be adjusted to reflect the stock split.

^

Remarks:

Note: ^ Also ^ see ^ attached ^ Exhibit ^ EX-24 ^ Power ^ of ^ Attorney.

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.