

PROGRESSIVE CORP/OH/  
Form 4

December 03, 2012

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DAVIS CHARLES 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)

**11/29/2012**

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)

Director

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                                     | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8)       | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |                            |     |                     |                    |        |                                  |
|------------------------------------------------|------------------------------------|------------------|------------------|---------------------------------------------------------------|----------------------------|-----|---------------------|--------------------|--------|----------------------------------|
|                                                |                                    |                  | Code             | V                                                             | (A)                        | (D) | Date<br>Exercisable | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |
| Phantom<br>Stock<br>Unit                       | \$ 0 <sup>(1)</sup>                | 11/29/2012       | A <sup>(2)</sup> |                                                               | 414.309                    |     | <sup>(3)</sup>      | <sup>(4)</sup>     | Common | 414.309                          |
| Phantom<br>Stock<br>Unit                       | \$ 0                               |                  |                  |                                                               |                            |     | <sup>(3)</sup>      | <sup>(4)</sup>     | Common | 13,202.00                        |
| Phantom<br>Stock<br>Unit /<br>(Rest.<br>Stock) | \$ 0 <sup>(1)</sup>                | 11/29/2012       | A                |                                                               | 614.3327<br><sup>(2)</sup> |     | <sup>(3)</sup>      | <sup>(4)</sup>     | Common | 614.332                          |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |          |       |
|-------------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                         | Director      | 10% Owner | Officer  | Other |
| DAVIS CHARLES A<br>6300 WILSON MILLS ROAD<br>MAYFIELD VILLAGE, OH 44143 | X             |           | Director |       |

## Signatures

David M. Coffey, by Power of Attorney  
12/03/2012

\_\_\_\_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).
- (1) 1 for 1.
- (2) These phantom shares were acquired upon the reinvestment of dividends pursuant to the terms of the plan.
- (3) The phantom stock units will be distributed in cash at the time elected by the reporting person, subject to the vesting provisions of the Plan.
- (4) Expiration Date is the same as the Date Exercisable.

### Remarks:

Line 2 on this form should be labeled "Phantom Stock Unit/(Rest. Stock) as it represents the balance of these units prior to the

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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