

PROGRESSIVE CORP/OH/
Form 3
March 09, 2017

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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Mascaro Daniel P</p> <p>(Last) (First) (Middle)</p> <p>6300 WILSON MILLS RD.</p> <p>(Street)</p> <p>MAYFIELD VILLAGE,Â OHÂ 44143</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PROGRESSIVE CORP/OH/ [PGR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Vice Pres, Secretary and CLO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

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 | 16,065.624 | D | Â |

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

SEC 1473 (7-02)

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.

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

| 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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | |
|-----------------------|-------|-------|--------|------------|--------|-------------------|---|
| | | | | Shares | | (1) (Instr. 5) | |
| Restricted Stock Unit | Â (1) | Â (2) | Common | 15,410.841 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mascaro Daniel P 6300 WILSON MILLS RD. MAYFIELD VILLAGE, OH 44143 | Â | Â | Â Vice Pres, Secretary and CLO | Â |

Signatures

/s/ Laurie F. Humphrey, By Power of Attorney 03/09/2017

__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).
- (1) Represents time-based restricted stock units granted to the reporting person between 2013 and 2016. Subject to the terms of the plan and award agreements, each award vests in three equal installments on the third, fourth and fifth January 1st following the date of grant or, with respect to the grants made in 2014 through 2016, on an earlier date that the reporting person achieves qualified retirement eligibility as defined in the plan. The following number of units are scheduled to vest on January 1st of each of the following years: 2018 - 5,672.454 units; 2019 - 2,582.087 units; 2020 - 1,587.623 units; 2021 - 699.483 units. In addition, 4,869.194 units are scheduled to vest on March 1, 2018, the reporting person's qualified retirement eligibility date.
- (2) Expiration Date is the same as the Date Exercisable.
- (3) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.

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.