

PROGRESSIVE CORP/OH/
Form DEFA14A
March 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

THE PROGRESSIVE CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- .. Fee paid previously with preliminary materials:

- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing Party:

 - (4) Date Filed:

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

March 29, 2013

To Holders of Restricted Stock Awards:

The Progressive Corporation will hold its Annual Meeting of Shareholders on Thursday, May 16, 2013, at 10:00 a.m., local time, at 6671 Beta Drive, Mayfield Village, Ohio, for the following purposes:

1. To elect as directors the five nominees identified below, each for a 1-year term:

Lawton W. Fitt
Jeffrey D. Kelly
Peter B. Lewis
Patrick H. Nettles, Ph.D.
Glenn M. Renwick

2. To cast an advisory vote to approve our executive compensation program;

3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2013; and

4. To transact such other business as may properly come before the meeting.

The Board of Directors is not aware of any such other business. Only shareholders of record at the close of business on March 18, 2013 are entitled to vote at the meeting.

The Board of Directors recommends a vote FOR the election of the five nominees as director and FOR proposals numbered 2 and 3.

You may access the Proxy Statement and 2012 Annual Report to Shareholders at <http://www.progressiveproxy.com>.

If you would like to receive a paper or email copy of the proxy materials and a proxy card, you may request one by either:

calling 1-800-455-1192 (you will be asked for your Shareholder Control Number, which is printed on the back of this notice);

sending an email to PGR-Fulfillment@morningco.com and inserting your Shareholder Control Number in the subject line; or

IMPORTANT NOTICE REGARDING

THE AVAILABILITY OF PROXY

MATERIALS FOR

THE MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 16, 2013

This is not a ballot or proxy and you cannot use this form to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement and 2012 Annual Report to Shareholders are available at <http://www.progressiveproxy.com>

If you want to receive a paper

or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed in this notice on or before May 6, 2013 to facilitate timely delivery.

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completing the request for proxy materials form available online at www.eproxyaccess.com/pgr2013.

You can make a one-time request for paper copies or a permanent request to receive paper copies for all future shareholder meetings; this request can be revoked at any time.

After reviewing the proxy materials, you may choose to vote by Internet, mail, or in person. If you wish to vote by Internet, you may access the voting site at <https://www.proxyvotenow.com/pgr>. To cast your vote online, you will need your Shareholder Control Number (located on the back of this notice) and the last four digits of your social security number (i.e., your PIN). To vote by mail, you will need to request a paper copy of the proxy card in accordance with the instructions above; then, simply cast your vote on the proxy card, sign, date, and return it in the envelope provided. To vote in person at the Annual Meeting, you will need to complete a ballot at the meeting and provide photo identification (e.g., driver license). To obtain directions to the location of the Annual Meeting, please call Progressive's Investor Relations department at 440-395-2222.

If you want to receive a paper copy of the Proxy Statement and 2012 Annual Report, you can request one at any time. There is no charge to you for requesting a copy. Please make your request for a copy of these reports by May 6, 2013, to facilitate timely delivery.

We ask that you cast your vote promptly. Thank you for your continued support!