### Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESS Form 4 January 04,	SIVE CORP/OH/ 2005								
FORN	<b>14</b> UNITED	STATES			AND EX 1, D.C. 2(		E COMMISSIO	-	PPROVAL 3235-0287
Form 4 Form 5 obligation See Inst 1(b).	nger to 16. or Filed pu ons ntinue.	JanuSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:Estimated average burden hours per responseFiled 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 <u>*</u> LASKAWY PHILIP A			2. Issuer Name <b>and</b> Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR				5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) 6300 WILSON MILLS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004			X Director      10% Owner        Officer (give title below)      0ther (specify below)			
MAVEIEI	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
(City)	D VILLAGE, OF	(Zip)	Tak	de I - Non-	Dorivativa	Securities /	Person	of or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	ies (A) or of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	Perso inform requir	ns who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	\$ 0 <u>(1)</u>	12/31/2004	А		165.6304		(2)	(2)	Common	165.6304

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
LASKAWY PHILIP A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х						
Signatures							
David M. Coffey, by Power of Attorney		01/04/2005					
**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) 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.

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.