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

PROGRESSIVE CORP/OH/ Form 4 October 03, 2005						
FORM 4 UNITED Check this box if no longer subject to Section 16. Form 4 or	AENT OF (	SECURITIES AND EXCHANGE Washington, D.C. 20549 CHANGES IN BENEFICIAL OV SECURITIES	OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: January 31, 2005 Estimated average burden hours per response 0.5			
abligations	a) of the Pu	ction 16(a) of the Securities Exchar ablic Utility Holding Company Act f the Investment Company Act of 1	of 1935 or Section	I		
1. Name and Address of Reporting HARDIS STEPHEN R	S	2. Issuer Name <b>and</b> Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (1) 6300 WILSON MILLS ROA	Middle) 3.	5. Date of Earliest Transaction Month/Day/Year) 09/30/2005	(Check all applicable) <u></u> Officer (give title <u></u> 10% Owner <u></u> Other (specify below)			
(Street) MAYFIELD VILLAGE, OH	4. Fi [ 44143	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(Zip)	Table I - Non-Derivative Securities A		or Beneficially Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if TransactionAcquired (A) or Code Disposed of (D)	SecuritiesForBeneficially(DOwned(I)	Ownership orm: Direct7. Nature of IndirectO or IndirectBeneficial Ownership)Ownershipnstr. 4)(Instr. 4)		
Reminder: Report on a separate line	e for each class	information cont required to respo	or indirectly. pond to the collect ained in this form a ond unless the form atly valid OMB cont	ire not (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 (Instr. 3, 4, a 5)					
			Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	\$ 0 <u>(1)</u>	09/30/2005	А	4	59.6117		(2)	(2)	Common	59.6117 \$
Phantom Stock Unit (Rest. Stock)	\$ 0 <u>(1)</u>	09/30/2005	А		0.3188		<u>(3)</u>	(3)	Common	0.3188 \$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARDIS STEPHEN R 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х						
Signatures							
David M. Coffey, by Power of Attorney		10/03/2005					
**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.
- (3) These units will be paid out in an equal number of Common Shares 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.