PROGRESSIVE CORP/OH/

Form 4

October 04, 2005

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

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * SHACKELFORD DONALD B

6300 WILSON MILLS ROAD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

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January 31,

2005

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OMB

Number:

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response...

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PROGRESSIVE CORP/OH/ [PGR]

(Last)

(City)

(Instr. 3)

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

09/30/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Director 10% Owner Officer (give title Other (specify

below) 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

MAYFIELD VILLAGE, OH 44143

(State)

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4) Transaction(s)

6. Ownership

or Code V Amount (D) Price

(A)

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 displays a currently valid OMB control number.

(Instr. 3 and 4)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Security or Exercise Code Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

7. Nature of

SEC 1474

(9-02)

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	Derivative Security			Disposed of (Instr. 3, 4, 5)						
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	\$ 0 (1)	09/30/2005	A	51.8788		(2)	(2)	Common	51.8788	\$
Phantom Stock Unit (Rest. Stock)	\$ 0 (1)	09/30/2005	A	0.3188		(3)	(3)	Common	0.3188	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 9	Director	10% Owner	Officer	Other		
SHACKELFORD DONALD B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X					

Signatures

David M. Coffey, by Power of Attorney 10/04/2005

**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.
- (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.

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