#### CODY WILLIAM M

Form 4

December 01, 2005

#### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

burden hours per

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CODY WILLIAM M			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
6300 WILSO	N MILLS RO	OAD	(Month/Day/Year) 11/29/2005	Director 10% OwnerX Officer (give title Other (specify below) Chief Investment / Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAYFIELD	VILLAGE, (	OH 44143	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)		sed of 4 and (A)	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	11/29/2005		M	8,925	A	\$ 22.7916	27,505	D	
Common	11/29/2005		S	2,200	D	\$ 123.7	25,305	D	
Common	11/29/2005		S	1,500	D	\$ 123.71	23,805	D	
Common	11/29/2005		S	325	D	\$ 123.72	23,480	D	
Common	11/29/2005		S	600	D	\$ 123.67	22,880	D	
Common	11/29/2005		S	300	D	\$ 123.58	22,580	D	
Common	11/29/2005		S	300	D	\$ 123.56	22,280	D	
Common	11/29/2005		S	300	D	\$ 123.51	21,980	D	

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Common	11/29/2005	S	800	D	\$ 123.5	21,180	D	
Common	11/29/2005	S	500	D	\$ 123.52	20,680	D	
Common	11/29/2005	S	400	D	\$ 123.68	20,280	D	
Common	11/29/2005	S	100	D	\$ 123.76	20,180	D	
Common	11/29/2005	S	100	D	\$ 123.64	20,080	D	
Common	11/29/2005	S	200	D	\$ 123.75	19,880	D	
Common	11/29/2005	S	100	D	\$ 123.63	19,780	D	
Common	11/29/2005	S	1,100	D	\$ 123.65	18,680	D	
Common	11/29/2005	S	100	D	\$ 123.82	18,580	D	
Common						2,362.98	I	401(K) Plan

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.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day.	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option	\$ 22.7916	11/29/2005		M	8,925	<u>(1)</u>	12/31/2006	Common	8,925

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

CODY WILLIAM M
6300 WILSON MILLS ROAD
Chief Investment Officer
MAYFIELD VILLAGE, OH 44143

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## **Signatures**

David M. Coffey, by Power of Attorney 12/01/2005

\*\*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) The options exercised by the reporting person on 11/29/05 vested on the following dates: 1,275 on 1/1/2000; 2,550 on 1/1/2001; 5,100 on 1/1/2002.

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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