PROGRESSIVE CORP/OH/

Form 4 July 18, 2008

FORM 4

OMB APPROVAL

OMB

5 Relationship of Reporting Person(s) to

Number:

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Expires: 2005 Estimated average burden hours per response... 0.5

3235-0287

January 31,

Form 4 or 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

2 Jaguar Nama and Tiakar or Tradina

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GRIFFITH S PATRICIA			2. Issue: Symbol	2. Issuer Name and Ticker or Trading Symbol					Issuer				
			•	RESSIVE	CORP/C) /HC	PGR]	(Ch	eck all applicab	de)			
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(energian approacts)					
			(Month/D	(Month/Day/Year)				Director	% Owner				
6300 WILSON MILLS RD.			07/17/2	07/17/2008				_X_ Officer (g below)	her (specify				
								· · · · · · · · · · · · · · · · · · ·	below) p President / Cla	aims			
(Street)			4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person						
MAYFIFI	D VILLAGE,	OH 44143						Form filed by	y One Reporting I y More than One I				
1417 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	D VIEL/IGE,	011 11113						Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of	2. Transaction	Date 2A. De	emed	3.	4. Securi			5. Amount of	6. Ownership				
Security	(Month/Day/Y		ion Date, if	TransactionAcquired (A) or				Securities Beneficially Owned	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership			
(Instr. 3)		•	any (Month/Day/Year)		Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)								
		(WIOHU	/Day/ I car)	(Ilisti. 6) (Ilisti. 3, 4 alid 3)			3)	Following	(Instr. 4)	(Instr. 4)			
						(A)		Reported					
						or		Transaction(s) (Instr. 3 and 4)					
				Code V	Amount	(D)	Price						
Common	07/17/2008			$A_{\underline{1}}$	783	A	\$ 0	170,784	D				
Common								9,750.0251	I	401(k) Plan			
Common								12,157.2858	I	Husband's			
										401(k) Plan			
Reminder: Rep	port on a separate	line for each	class of secu	ırities benef	icially own	ned di	rectly o	r indirectly.					
								pond to the coll		SEC 1474			
information contained in									*				
								nd unless the fo					
displays a currently valid OMB control													

number.

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

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.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date		Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration Date	or Title Numb of			
						Exercisable					
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRIFFITH S PATRICIA 6300 WILSON MILLS RD. MAYFIELD VILLAGE, OH 44143

Group President Claims

Signatures

David M. Coffey, By Power of Attorney

07/18/2008

**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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Incentive 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.

Reporting Owners 2