#### PROGRESSIVE CORP/OH/

Form 4/A January 24, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

**OMB APPROVAL** 

OMB 3235-0287 Number:

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0.5

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* HARDIS STEPHEN R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PROGRESSIVE CORP/OH/ [PGR]

(Check all applicable)

(First) (Middle) (Last)

(Street)

6300 WILSON MILLS ROAD

3. Date of Earliest Transaction (Month/Day/Year)

11/29/2012

X\_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

12/03/2012

Person

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(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

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

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Derivative (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount o Exercisable Date Number o Shares Phantom 7,268.5198  $A^{(2)}$ (4) (5) Stock  $\$ 0 \stackrel{(1)}{=}$ 11/29/2012 Common 7.268.5 (3) Unit

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HARDIS STEPHEN R
6300 WILSON MILLS ROAD X
MAYFIELD VILLAGE, OH 44143

## **Signatures**

David M. Coffey, by Power of Attorney 01/24/2013

\*\*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) These phantom shares were acquired upon the reinvestment of dividends pursuant to the terms of the plan.
  - The reporting person's Form 4 filed on December 3, 2012 overstated the number of phantom stock units acquired by the reporting person
- (3) upon the reinvestment of dividends under the plan on November 29, 2012. This Form 4/A is being filed to amend the December 3, 2012 Form 4 to report the correct number of phantom stock units acquired by the reporting person on November 29, 2012. The discussion of Line 2 under "Remarks" below related to the original December 3, 2012 Form 4 and should be disregarded.
- (4) 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.
- (5) Expiration Date is the same as the Date Exercisable.

#### **Remarks:**

Line 2 on this form should be labeled "Phantom Stock Unit/(Rest. Stock) as it represents the balance of these units prior to the 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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