

WILLIAMS ROBERT T
Form 4
April 26, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. Name and Address of Reporting Person *
WILLIAMS ROBERT T

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)

6300 WILSON MILLS ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2006

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Group President - / Agency Business

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common	04/24/2006		M		48,996	A	\$ 30.6666
Common	04/24/2006		M		23,538	A	\$ 52.0466
Common	04/24/2006		S		300	D	\$ 107.15
Common	04/24/2006		S		100	D	\$ 107.1
Common	04/24/2006		S		1,100	D	\$ 107.06
Common	04/24/2006		S		2,500	D	\$ 107.04
Common	04/24/2006		S		400	D	\$ 107.03

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Common	04/24/2006	S	100	D	\$ 107.01	106,312	D	
Common	04/24/2006	S	300	D	\$ 107	106,012	D	
Common	04/24/2006	S	200	D	\$ 106.99	105,812	D	
Common	04/24/2006	S	100	D	\$ 106.96	105,712	D	
Common	04/24/2006	S	100	D	\$ 106.95	105,612	D	
Common	04/24/2006	S	1,400	D	\$ 106.94	104,212	D	
Common	04/24/2006	S	200	D	\$ 106.93	104,012	D	
Common	04/24/2006	S	700	D	\$ 106.92	103,312	D	
Common	04/24/2006	S	900	D	\$ 106.9	102,412	D	
Common	04/24/2006	S	2,400	D	\$ 106.89	100,012	D	
Common	04/24/2006	S	1,000	D	\$ 106.88	99,012	D	
Common	04/24/2006	S	900	D	\$ 106.87	98,112	D	
Common	04/24/2006	S	1,000	D	\$ 106.86	97,112	D	
Common	04/24/2006	S	1,200	D	\$ 106.85	95,912	D	
Common	04/24/2006	S	3,700	D	\$ 106.84	92,212	D	
Common	04/24/2006	S	4,100	D	\$ 106.83	88,112	D	
Common	04/24/2006	S	400	D	\$ 106.82	87,712	D	
Common	04/24/2006	S	500	D	\$ 106.81	87,212	D	
Common	04/24/2006	S	900	D	\$ 106.8	86,312	D	
Common	04/24/2006	S	2,000	D	\$ 106.79	84,312	D	
Common	04/24/2006	S	600	D	\$ 106.78	83,712	D	
Common						12,998.902	I	401(k) Plan
Common						846	I	By Children

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.

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Option			\$ 30.6666	04/24/2006	M		30,456	(1)	12/31/2010	Common	30,456
Employee Option			\$ 30.6666	04/24/2006	M		18,540	10/16/2002	12/31/2010	Common	18,540
Employee Option			\$ 52.0466	04/24/2006	M		5,019	01/01/2005	12/31/2011	Common	5,019
Employee Option			\$ 52.0466	04/24/2006	M		5,019	01/01/2006	12/31/2011	Common	5,019
Employee Option			\$ 52.0466	04/24/2006	M		13,500	07/16/2003	12/31/2011	Common	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS ROBERT T 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Group President -	Agency Business

Signatures

David M. Coffey, by Power of Attorney
04/26/2006

**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 option vested in three equal annual installments beginning January 1, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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