

Sauerland John P
Form 4
August 17, 2009

FORM 4

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sauerland John P

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PROGRESSIVE CORP/OH/ [PGR]

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

08/13/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Personal Lines Group / President

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

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	(A) or (D) Price			
Common	08/13/2009		M		45,595	A \$ 4.3801	241,942	D	
Common	08/13/2009		M		10,509	A \$ 5.054	252,451	D	
Common	08/13/2009		S		300	D \$ 16.35	252,151	D	
Common	08/13/2009		S		2,700	D \$ 16.355	249,451	D	
Common	08/13/2009		S		1,100	D \$ 16.358	248,351	D	
Common	08/13/2009		S		200	D \$ 16.359	248,151	D	

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Common	08/13/2009	S	4,200	D	\$ 16.36	243,951	D	
Common	08/13/2009	S	4,400	D	\$ 16.365	239,551	D	
Common	08/13/2009	S	800	D	\$ 16.368	238,751	D	
Common	08/13/2009	S	9,100	D	\$ 16.37	229,651	D	
Common	08/13/2009	S	4,600	D	\$ 16.375	225,051	D	
Common	08/13/2009	S	200	D	\$ 16.379	224,851	D	
Common	08/13/2009	S	600	D	\$ 16.38	224,251	D	
Common	08/13/2009	S	1,700	D	\$ 16.39	222,551	D	
Common						8,401.277	I	401(k) Plan
Common						5,600	I	By Sauerland Partnership ⁽¹⁾
Common						1,200	I	By Child
Common						5,600	I	By Trust ⁽²⁾

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
2000 Employee Option	\$ 4.3801	08/13/2009		M	45,595	⁽³⁾ 12/31/2009	Common	45,595
2000	\$ 5.054	08/13/2009		M	10,509	⁽³⁾ 12/31/2009	Common	10,509

Employee
Option /
Granted
May 1,
2000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sauerland John P 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Personal Lines Group	President

Signatures

David M. Coffey, by Power of Attorney
08/17/2009

__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 Reporting Person is a general partner of the partnership that owns the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The Reporting Person is trustee of a family trust, certain beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein (including the pecuniary interest of such immediate family members), and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(3) The option vests in three equal annual installments beginning January 1, 2003.

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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