

PROGRESSIVE CORP/OH/
Form 4
September 29, 2005

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 *
BAUER ALAN R

(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)

09/28/2005

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 below) ____ Other (specify below)

Group President - / Direct Business

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	09/28/2005		M		47,400	A	\$ 22.7916	89,339	D
Common	09/28/2005		M		28,200	A	\$ 41.3333	117,539	D
Common	09/28/2005		S		5,000	D	\$ 104.25	112,539	D
Common	09/28/2005		S		34,400	D	\$ 104	78,139	D
Common	09/28/2005		S		22,200	D	\$ 103.5	55,939	D
Common	09/28/2005		S		1,200	D	\$ 103.6	54,739	D
Common	09/28/2005		S		1,000	D	\$ 103.7	53,739	D

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Common	09/28/2005	S	2,000	D	\$ 103.75	51,739	D	
Common	09/28/2005	S	1,500	D	\$ 103.95	50,239	D	
Common	09/28/2005	S	1,500	D	\$ 104.05	48,739	D	
Common	09/28/2005	S	6,800	D	\$ 103.8	41,939	D	
Common						22,625.854	I	401(k) Plan

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option	\$ 22.7916	09/28/2005		M		47,400		01/01/2002	12/31/2006	Common	47,400
Employee Option	\$ 41.3333	09/28/2005		M		28,200		01/01/2003	12/31/2007	Common	28,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAUER ALAN R 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Group President - Direct Business

Signatures

David M. Coffey, by Power of Attorney
09/29/2005

__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).

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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