## Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESSIV Form 4 December 19, 2												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB AF	PROVAL		
	UNITEDS	STATES		AITIES A			NGE C	OMMISSION	OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Section 16.				GES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: January 31 2005 Estimated average burden hours per			
Form 5 obligations may continu	Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,See InstructionSection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									0.5		
(Print or Type Res	sponses)											
MATTHEWS NORMAN S Symbol				r Name <b>and</b> Ticker or Trading RESSIVE CORP/OH/ [PGR]				5. Relationship of Reporting Person(s) to Issuer				
			f Earliest Transaction				(Check all applicable)					
6300 WILSON MILLS ROAD (Month/D 12/19/20				-				X_ Director10% Owner Officer (give titleOther (specify below)				
				endment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MAYFIELD	VILLAGE, OH	44143						Form filed by M Person				
(City)	(State) (A	Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	ly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	spose	d of (D)	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
-				Code V		(D)	Price \$	(Instr. 3 and 4)	-			
Common 1	2/19/2006			Р	400	А	¢ 24.25	188,812	D			
Common								6,000	Ι	IRA		

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.

 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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
MATTHEWS NORMAN S 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X						
Signatures							
David M. Coffey, by Power of Attorney		12/19/2006					
**Signature of Reporting Person		Date					
Explanation of Responses:							

## **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. 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.