Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESSIV Form 4 May 02, 2011	VE CORP/OH/											
FORM	Л									OMB A	PPROVA	L
	UNITEDS	TATES		ITIES A hington,				NGE (COMMISSION	OMB Number:	3235-	0287
Check this if no longer	r									Expires:	Januar	-
subject to Section 16. Form 4 or	SIAIEMI	ENT OF		GES IN SECUR				LOW	NERSHIP OF	Estimated a burden hou response	average Irs per	2005 0.5
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a)) of the I		lity Hole	din	ng Com	pany	Act o	ge Act of 1934, f 1935 or Section 40	1		
(Print or Type Re	esponses)											
1. Name and Add NETTLES PA	dress of Reporting Po ATRICK H	erson <u>*</u>	Symbol	Name and				-	5. Relationship of Issuer	Reporting Per	son(s) to	
			PROGR	ESSIVE	C	ORP/O	H/ [F	'GR]	(Chec	k all applicable	e)	
(Last)	(First) (Mi	ddle)	3. Date of		rans	saction						
6300 WILSO	N MILLS ROAD)	(Month/Da 04/29/20	-					X Director Officer (give below)		b Owner er (specify	
	(Street)		4. If Amen Filed(Mont			Original			6. Individual or Jo Applicable Line) _X_Form filed by C	One Reporting Pe	erson	
MAYFIELD	VILLAGE, OH 4	44143							Form filed by M Person	lore than One Re	eporting	
(City)	(State) (Z	Zip)	Table	I - Non-I)er	ivative S	ecuri	ties Ac	quired, Disposed of	, or Beneficial	lly Owned	I
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transacti Code (Instr. 8)	ion/ I (4. Securi Acquired Disposed (Instr. 3, Amount	(A) o of (D))	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Common	04/29/2011			A <u>(1)</u>		9,799	A A	\$ 0	9,799	D		
Reminder: Repor	rt on a separate line f	or each cla	ass of secur	ities benef	icia	ally own	ed dire	ectly or	indirectly.			
						informa require	ation d to s a c	contai respor	ond to the collec ined in this form a nd unless the forr ly valid OMB con	are not n	EC 1474 (9-02)	
	Table		ative Secu puts, calls,						eneficially Owned curities)			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	/Year)	Under Securi (Instr.		Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
NETTLES PATRICK H 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Х			
Signatures				
David M. Coffey, by Power of Attorney		05/02/2011		
**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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Directors Equity Incentive Plan.

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.