

PROGRESSIVE CORP/OH/
Form 8-K
March 31, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) March 29, 2005

THE PROGRESSIVE CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-9518
(Commission File
Number)

34-0963169
(IRS Employer
Identification No.)

6300 Wilson Mills Road, Mayfield Village, Ohio 44143
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 440-461-5000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into Material Agreements

On March 29, 2005, the Compensation Committee of the Board of Directors of The Progressive Corporation (the Company) approved awards of restricted stock to executive officers and certain other employees of the Company under The Progressive Corporation 2003 Incentive Plan (the Plan). In addition to restricted stock awards that will vest with the passage of time (subject to the provisions of the Plan and the award agreement), eleven (11) executive officers and certain other senior managers received performance-based awards that included the following vesting criteria:

Subject to the terms and conditions of the Plan and the applicable award agreement, each participant's rights in and to the shares of restricted stock awarded to him or her will vest on the date of the public dissemination by the Company of a news release reporting earnings for the Company and its subsidiaries for a fiscal month which is the final month of a period of twelve (12) consecutive fiscal months during which period the Company and its subsidiaries have generated net earned premiums of \$17.5 billion or more and achieved an average combined ratio of 96 or less.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: March 31, 2005

THE PROGRESSIVE CORPORATION

By: /s/ W. Thomas Forrester
Name: W. Thomas Forrester
Title: Vice President and
Chief Financial Officer

- 3 -