

PROGRESSIVE CORP/OH/  
Form DEFA14A  
April 04, 2008

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (amendment no. )`**

Filed by the Registrant ☒ **p**

Filed by a Party other than the Registrant ☐ **o**

Check the appropriate box:

- ☐ **o** Preliminary Proxy Statement
- ☐ **o** **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ **o** Definitive Proxy Statement
- ☐ **o** Definitive Additional Materials
- ☒ **p** Soliciting Material Pursuant to §240.14a -12

The Progressive Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ **p** No fee required.

☐ **o** Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

☐ **o** Fee paid previously with preliminary materials.

☐ **o** Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which

the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

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April 4, 2008

Dear Shareholder:

By now you should have received a proxy statement, annual report and proxy card for The Progressive Corporation's Annual Meeting of Shareholders to be held on April 18, 2008. According to our records, your shares have not yet been voted.

At this important meeting, shareholders will be asked to elect four directors, ratify our selection of an independent auditor, and vote on proposals to change our articles of incorporation and code of regulations (bylaws) to:

Adopt a majority voting standard in uncontested director elections (*Item 2 in the proxy statement*),

Make related changes to the definition of a director's term of office to address what happens if an incumbent director is not re-elected (*Item 3*), and

Increase the size of our board of directors from 12 to 13 members (*Item 4*).

Our board unanimously recommends that shareholders vote to elect the four director candidates and vote **FOR** each of the other proposals.

Your vote is very important. Items 3 and 4 in the proxy statement require the approval of 75% of our outstanding shares to pass. In addition, on Item 4, if you do not provide specific voting instructions, your broker is not permitted to vote on your behalf and your shares will not be counted. To date, we have not received enough votes to meet the 75% approval requirements, and we therefore are soliciting your vote again.

**We urge you to vote your shares today!** The fastest way to vote your shares is by telephone or over the Internet, using the instructions on the enclosed proxy card.

Details concerning these matters are included in our proxy statement, which also can be accessed at [www.progressiveproxy.com](http://www.progressiveproxy.com).

*If you have questions or need assistance, please contact Morrow & Co., LLC, our proxy solicitor, at 1-800-607-0088.*

We appreciate your continued investment in The Progressive Corporation. Thank you for taking time to vote your shares.

/s/ Charles E. Jarrett  
Charles E. Jarrett  
Secretary