

PROGRESSIVE CORP/OH/  
Form 11-K  
March 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-9518

A. Full title of the plan and the address of the Plan, if different from that of the issuer named below:

THE PROGRESSIVE CORPORATION

EXECUTIVE DEFERRED COMPENSATION PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

THE PROGRESSIVE CORPORATION

6300 WILSON MILLS ROAD

MAYFIELD VILLAGE, OHIO 44143

**REQUIRED INFORMATION**

See the attached Financial Statements for The Progressive Corporation Executive Deferred Compensation Plan, for the years ended December 31, 2010, 2009 and 2008.

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The Progressive Corporation Executive Deferred  
Compensation Plan

By: /s/ Jeffrey W. Basch  
Jeffrey W. Basch  
Vice President and  
Chief Accounting Officer

Date: March 23, 2011

THE PROGRESSIVE CORPORATION  
EXECUTIVE DEFERRED COMPENSATION PLAN  
FINANCIAL STATEMENTS  
WITH  
REPORT OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM

For the Years Ended  
December 31, 2010, 2009 and 2008

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors

The Progressive Corporation

We have audited the accompanying statement of net assets available for benefits of The Progressive Corporation Executive Deferred Compensation Plan (the Plan), as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the three years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ MEADEN & MOORE, LTD.

MEADEN & MOORE, LTD.

Certified Public Accountants

March 23, 2011

Cleveland, Ohio

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

The Progressive Corporation

Executive Deferred Compensation Plan

	December 31	
	2010	2009
<b>ASSETS</b>		
Receivables:		
Employer	\$ 2,193,573	\$ 1,074,887
Pending trade settlement		74,620
<b>Total Receivables</b>	<b>2,193,573</b>	<b>1,149,507</b>
Investments, at Fair Value:		
Common Shares of The Progressive Corporation (cost: \$27,836,047 and \$22,766,147)	29,500,509	21,804,479
Other investments (cost: \$61,465,139 and \$61,745,634)	67,326,553	62,594,099
<b>Total Investments</b>	<b>96,827,062</b>	<b>84,398,578</b>
<b>Total Assets</b>	<b>99,020,635</b>	<b>85,548,085</b>
<b>LIABILITIES</b>		
Net Assets Available for Benefits	\$ 99,020,635	\$ 85,548,085

*See accompanying notes.*

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

The Progressive Corporation

Executive Deferred Compensation Plan

	Year Ended December 31		
	2010	2009	2008
<b>Additions to Net Assets Attributed to:</b>			
<b>Contributions:</b>			
Employer	<b>\$ 7,724,410</b>	\$ 5,020,411	\$ 6,456,385
Net appreciation (depreciation) in the fair value of Common Shares of The Progressive Corporation	<b>2,626,130</b>	4,136,403	(4,327,588)
Net appreciation (depreciation) in the fair value of other investments	<b>5,012,949</b>	14,833,349	(22,067,314)
Net realized gains (losses)	<b>783,332</b>	(5,263,325)	(1,187,152)
Dividends	<b>3,231,505</b>	1,482,879	2,318,560
Interest		1,158	6,559
<b>Total Additions</b>	<b>19,378,326</b>	20,210,875	(18,800,550)
<b>Deductions from Net Assets Attributed to:</b>			
Benefits paid to participants	<b>5,905,755</b>	5,107,957	6,046,369
Short-term trading fees	<b>21</b>	105	85
	<b>5,905,776</b>	5,108,062	6,046,454
<b>Net Increase (Decrease)</b>	<b>13,472,550</b>	15,102,813	(24,847,004)
<b>Net Assets Available for Benefits:</b>			
Beginning of Year	<b>85,548,085</b>	70,445,272	95,292,276
<b>End of Year</b>	<b>\$ 99,020,635</b>	\$ 85,548,085	\$ 70,445,272

See accompanying notes.

NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**1 Description of the Plan**

The Progressive Corporation Executive Deferred Compensation Plan (the Plan ) became effective January 1, 1995, and is maintained pursuant to a 2010 Amendment and Restatement. The Plan permits eligible executives of The Progressive Corporation (the Company ) and its subsidiaries to defer all, or a portion, of their bonuses, restricted stock unit awards and incentive awards payable under certain bonus and incentive plans of the Company. Eligible executives include those with bonus targets of at least 35% and other employees designated by the Compensation Committee of the Company's Board of Directors. Plan participation is voluntary.

Eligible executives who wish to participate in the Plan must sign an irrevocable deferral agreement specifying the portion of the bonus to be deferred. Participants must sign a different deferral agreement for each bonus or other incentive award prior to the year in which the bonus or incentive award is earned. Deferral agreements relating to Stock Awards must be signed before the year in which the award is granted. Participants may transfer their fund balances on a daily basis, limited to two transfers per quarter.

The Plan is intended to be an unfunded Plan providing benefits for a select group of management and highly compensated employees for purposes of the Employee Retirement Income Security Act of 1974 ( ERISA ) and is, therefore, exempt from certain ERISA requirements.

A deferral account is established for all deferrals that relate to the same payout date. The account is credited with an amount equal to the initial amounts deferred as of the date such amounts otherwise would have been paid to the participant in cash. All amounts initially credited to each account will be deemed to be invested in the investment fund selected by the participant. However, deferrals of Stock Awards shall be deemed to be invested in Common Shares of the Company for six months and one day, following vesting of such awards. Any Deferral of a Stock Award granted on or after March 17, 2005, shall be deemed to be invested in the Company Stock Fund until the Deferral Account has been distributed or withdrawn. The gains or losses of each investment fund are allocated among the appropriate accounts based on the proportion each participant's account balance bears to the total account balances for all participants. Each participant's benefit at any date is equal to the value of his/her account as of that date.

All deferrals credited to a deferral account will be deemed to be invested in one or more of the investment funds available under the Plan, based on the participant's investment election. Investment funds include Common Shares of the Company, a money market fund, and several stock and bond mutual funds. Income from each fund is deemed to be reinvested in the fund that produced the income.



NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**1 Description of the Plan, Continued**

The investment funds available under the Plan are merely devices used to calculate gains and losses on the amounts deferred by Plan participants. No participant has any rights or interests in any particular funds, securities or property of the Company or the Trust described in Note 6, or in any investment vehicle in which deferrals are deemed to be invested, by virtue of any investment election. Each deferral account, however, shall be credited or charged in accordance with the Plan with gains and losses as if the participant in fact had made a corresponding actual investment.

The balance of each deferral account will be distributed to the participant upon the earlier of death, termination of employment, change in control of the Company or the date on which any fixed deferral period elected by the participant expires. Distribution may also be made with the consent of the Plan committee, if the participant becomes disabled or experiences an unforeseeable emergency. Participants desiring to elect a fixed deferral period must do so irrevocably at the time the deferral agreement is signed.

Distributions made on account of the participant's death, disability, unforeseeable emergency or change in control of the Company will be paid in a lump sum. Distributions made on account of the participant's termination of employment or expiration of a fixed deferral period will be paid in either a lump sum or in three, five or ten annual installments, as elected by the participant. Distributions of deferred Stock Awards granted in 2005 and later years will be made in Common Shares; all other Plan distributions will be made in cash.

The above description is provided for informational purposes. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

**2 Summary of Significant Accounting Policies**

**General:**

The accompanying financial statements have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ( GAAP ).

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

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NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**2 Summary of Significant Accounting Policies, Continued**

***Investment Valuation:***

At the close of business on January 23, 2009, the Fidelity Diversified International Fund, Fidelity Mid-Cap Stock Fund, FMA Small Company Portfolio - Investor Shares, PIMCO Total Return Fund - Administrative Class, and Templeton World Fund-Class A were frozen to new contributions and exchanges in. These funds, with the exception of FMA Small Company Portfolio - Investor Shares Fund and Templeton World Fund-Class A, were liquidated at the close of January 23, 2009 and proceeds were invested in Fidelity Diversified International Fund - K Shares, Fidelity Mid-Cap Stock Fund - K Shares, and PIMCO Total Return Fund - Institutional Shares, respectively. Also effective January 23, 2009, the Fidelity Low-Priced Stock Fund - K Shares and the Vanguard Total Bond Market Index Fund - Institutional Shares were added. Effective after the close of business on November 17, 2009, the American Beacon Small Cap Value Fund - Investor Class was liquidated and the proceeds were invested in the American Beacon Small Cap Value Fund - Institutional Class. Effective December 11, 2009, FMA Small Company Portfolio Fund reorganized into the John Hancock Small Company Fund.

The investment in Common Shares of the Company is valued at the last reported trade price on the New York Stock Exchange on the last business day of the year. Investments in the stock, bond and money market funds are valued at market. Market values for these mutual funds were determined by quoted prices, which represent the net asset value of shares held by the Plan at year-end.

Investment securities are exposed to various risks such as interest rate, market and credit risks. Market values of securities fluctuate based on the magnitude of changing market conditions; significant changes in market conditions could materially affect Plan investments.

***Fair Value:***

As defined in FASB ASC 820, Fair Value Measurements, fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The accounting guidance establishes a framework for measuring fair value, establishes a fair value hierarchy based on inputs used to measure fair value, and expands disclosure about fair value measurements.

The plan has categorized our financial instruments, based on the degree of subjectivity inherent in the valuation technique, into a fair value hierarchy of three levels, as follows:

Level 1: Inputs are unadjusted, quoted prices in active markets for identical instruments at the measurement date (e.g., U.S. Government securities and active exchange-traded equity securities).

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**2 Summary of Significant Accounting Policies, Continued***Fair Value, Continued:*

Level 2: Inputs (other than quoted prices included within Level 1) that are observable for the instrument either directly or indirectly (e.g., certain corporate and municipal bonds and certain preferred stocks). This includes: (i) quoted prices for similar instruments in active markets, (ii) quoted prices for identical or similar instruments in markets that are not active, (iii) inputs other than quoted prices that are observable for the instruments, and (iv) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs that are unobservable. Unobservable inputs reflect the reporting entity's subjective evaluation about the assumptions market participants would use in pricing the financial instrument (e.g., certain structured securities and privately held investments).

The composition of the investment portfolio as of December 31 was:

Description	12/31/2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money Market Fund	\$ 4,547,159	\$	\$ 4,547,159	\$
Mutual Funds				
Growth Funds	10,330,773	10,330,773		
Balanced Funds	10,049,889	10,049,889		
Index Funds	24,747,159	24,747,159		
Income Funds	17,651,573	17,651,573		
Total Mutual Funds	62,779,394	62,779,394		
Common Equities				
Insurance	29,500,509	29,500,509		
Total	\$ 96,827,062	\$ 92,279,903	\$ 4,547,159	\$

Description	12/31/2009	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money Market Fund	\$ 5,779,173	\$	\$ 5,779,173	\$
Mutual Funds				
Growth Funds	9,220,858	9,220,858		
Balanced Funds	10,140,168	10,140,168		
Index Funds	21,064,905	21,064,905		

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Income Funds	16,388,995	16,388,995		
Total Mutual Funds	56,814,926	56,814,926		
Common Equities				
Insurance	21,804,479	21,804,479		
Total	\$ 84,398,578	\$ 78,619,405	\$ 5,779,173	\$

NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**2 Summary of Significant Accounting Policies, Continued**

***Subsequent Events:***

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

***Other:***

Investment transactions are recorded on a trade date basis.

Realized gains and losses on the sale or distribution of securities are determined based on the average cost of the securities sold.

Dividend income is recorded on the ex-dividend date. Interest and other investment income are recorded as earned on the accrual basis.

Short-term trading fees are imposed by some funds in the Plan if any shares are sold, either withdrawn or transferred out, after holding them for less than a specified period of time.

Administrative expenses of the Plan, including trust management, legal and other fees, are paid by the Company and are not expenses of the Plan.

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**3 Participant Accounts**

Participant balances for all funds are maintained in shares. Share values are determined on a periodic basis. The total number of shares and share values as of December 31, 2010 and 2009, by fund, were as follows:

Investment Options	Total Number of Shares	Net Asset Share Value
<b>2010</b>		
The Progressive Stock Fund	1,484,675.82	19.87
Templeton World Fund-Class A	43,887.92	14.84
Fidelity Diversified International Fund-K Shares	195,727.78	30.12
Fidelity Low Priced Stock Fund-K Shares	16,887.31	38.36
Wasatch Small Cap Growth Fund	45,462.81	39.50
JH Small Company Portfolio	58,887.23	20.29
ABF Small Cap Value Fund-Institutional	125,926.60	19.90
Fidelity Mid-Cap Stock Fund-K Shares	69,114.30	28.82
Vanguard Institutional Index Fund	131,636.79	115.01
Vanguard Value Index Fund	264,982.02	20.79
Vanguard Growth Index Fund	42,093.54	31.60
Vanguard Mid-Cap Index Fund	28,471.31	20.36
Vanguard Total International Stock Index Fund	114,383.98	15.76
Vanguard Small-Cap Index Fund	11,104.77	34.77
Vanguard Total Bond Market Fund	164,135.87	10.60
Oakmark Equity and Income Fund	362,288.73	27.74
PIMCO Total Return Fund-Institutional	1,065,407.81	10.85
Fidelity Retirement Money Market Fund	4,547,158.71	1.00

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**3 Participant Accounts, Continued**

Investment Options	Total Number of Shares	Net Asset Share Value
<b>2009</b>		
The Progressive Stock Fund	1,212,033.27	17.99
Templeton World Fund-Class A	71,323.90	13.97
Fidelity Diversified International Fund-K Shares	211,770.24	27.98
Fidelity Low Priced Stock Fund-K Shares	6,281.30	31.95
Wasatch Small Cap Growth Fund	40,848.05	30.64
JH Small Company Portfolio	84,224.67	16.39
ABF Small Cap Value Fund-Institutional	117,639.63	15.84
Fidelity Mid-Cap Stock Fund-K Shares	78,771.57	23.40
Vanguard Institutional Index Fund	137,622.50	101.98
Vanguard Value Index Fund	243,983.39	18.63
Vanguard Growth Index Fund	33,152.49	27.32
Vanguard Mid-Cap Index Fund	20,986.99	16.40
Vanguard Total International Stock Index Fund	73,445.86	14.41
Vanguard Small-Cap Index Fund	6,417.58	27.50
Vanguard Total Bond Market Fund	69,699.53	10.35
Oakmark Equity and Income Fund	397,030.84	25.54
PIMCO Total Return Fund-Institutional	1,058,088.56	10.80
Fidelity Retirement Money Market Fund	5,779,173.18	1.00

NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**4 Investment Programs**

At December 31, 2010 and 2009, there were 89 and 85 (respectively) Plan participants with contributions in one or more of the following funds:

Investment Options	Number of Participants
<b>2010</b>	
The Progressive Stock Fund	48
Templeton World Fund-Class A	17
Fidelity Diversified International Fund-K Shares	46
Fidelity Low Priced Stk-K Shares	12
Wasatch Small Cap Growth Fund	25
JH Small Company Portfolio	21
ABF Small Cap Value Fund-Institutional	14
Fidelity Mid-Cap Stock Fund-K Shares	32
Vanguard Institutional Index Fund	55
Vanguard Value Index Fund	30
Vanguard Growth Index Fund	12
Vanguard Mid-Cap Index Fund	9
Vanguard Total International Stock Index Fund	17
Vanguard Small-Cap Index Fund	8
Vanguard Total Bond Market Fund	9
Oakmark Equity and Income Fund	43
PIMCO Total Return Fund-Institutional	42
Fidelity Retirement Money Market Fund	33



NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**4 Investment Programs, Continued**

Investment Options	Number of Participants
<b>2009</b>	
The Progressive Stock Fund	47
Templeton World Fund-Class A	21
Fidelity Diversified International Fund-K Shares	49
Fidelity Low Priced Stk-K Shares	5
Wasatch Small Cap Growth Fund	24
JH Small Company Portfolio	26
ABF Small Cap Value Fund-Institutional	12
Fidelity Mid-Cap Stock Fund-K Shares	36
Vanguard Institutional Index Fund	58
Vanguard Value Index Fund	30
Vanguard Growth Index Fund	11
Vanguard Mid-Cap Index Fund	9
Vanguard Total International Stock Index Fund	11
Vanguard Small-Cap Index Fund	6
Vanguard Total Bond Market Fund	6
Oakmark Equity and Income Fund	44
PIMCO Total Return Fund-Institutional	42
Fidelity Retirement Money Market Fund	34

The total number of participants in the Plan is less than the sum of the number of participants shown above because many were participating in more than one fund.

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**5 Investments**

The Plan's investments and unrealized appreciation (depreciation) at December 31, 2010 and 2009, were as follows:

	Number of Shares	Cost	Fair Value	Unrealized Appreciation (Depreciation)
<b>2010</b>				
<u>Common Shares</u>				
The Progressive Corporation	1,484,675.82	\$ 27,836,047	\$ 29,500,509	\$ 1,664,462
<u>Other Investments</u>				
Templeton World Fund-Class A	43,887.92	764,923	651,297	(113,626)
Fidelity Diversified International Fund-K Shares	195,727.78	3,907,660	5,895,321	1,987,661
Fidelity Low Priced Stk-K Shares	16,887.31	535,335	647,797	112,462
Wasatch Small Cap Growth Fund	45,462.81	1,590,851	1,795,781	204,930
JH Small Company Portfolio	58,887.23	1,106,963	1,194,822	87,859
ABF Small Cap Value Fund-Institutional	125,926.60	1,957,233	2,505,939	548,706
Fidelity Mid-Cap Stock Fund-K Shares	69,114.30	1,130,747	1,991,874	861,127
Vanguard Institutional Index Fund	131,636.79	14,013,382	15,139,547	1,126,165
Vanguard Value Index Fund	264,982.02	6,709,876	5,508,976	(1,200,900)
Vanguard Growth Index Fund	42,093.54	1,080,014	1,330,156	250,142
Vanguard Mid-Cap Index Fund	28,471.31	469,375	579,676	110,301
Vanguard Total International Stock Index Fund	114,383.98	1,777,177	1,802,691	25,514
Vanguard Small-Cap Index Fund	11,104.77	341,664	386,113	44,449
Vanguard Total Bond Market Fund	164,135.87	1,710,647	1,739,840	29,193
Oakmark Equity and Income Fund	362,288.73	8,683,113	10,049,889	1,366,776
PIMCO Total Return Fund-Institutional	1,065,407.81	11,139,020	11,559,675	420,655
Fidelity Retirement Money Market Fund	4,547,158.71	4,547,159	4,547,159	
		61,465,139	67,326,553	5,861,414
Total Assets Held for Investment		\$ 89,301,186	\$ 96,827,062	\$ 7,525,876

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**5 Investments, Continued**

	Number of Shares	Cost	Fair Value	Unrealized Appreciation (Depreciation)
<b>2009</b>				
<b>Common Shares</b>				
The Progressive Corporation	1,212,033.27	\$ 22,766,147	\$ 21,804,479	\$ (961,668)
<b>Other Investments</b>				
Templeton World Fund-Class A	71,323.90	1,242,932	996,395	(246,537)
Fidelity Diversified International Fund-K Shares	211,770.24	4,058,390	5,925,331	1,866,941
Fidelity Low Priced Stk-K Shares	6,281.30	156,312	200,688	44,376
Wasatch Small Cap Growth Fund	40,848.05	1,420,848	1,251,584	(169,264)
JH Small Company Portfolio	84,224.67	1,592,988	1,380,442	(212,546)
ABF Small Cap Value Fund-Institutional	117,639.63	1,816,666	1,863,412	46,746
Fidelity Mid-Cap Stock Fund-K Shares	78,771.57	1,168,529	1,843,255	674,726
Vanguard Institutional Index Fund	137,622.50	14,643,253	14,034,743	(608,510)
Vanguard Value Index Fund	243,983.39	6,373,754	4,545,411	(1,828,343)
Vanguard Growth Index Fund	33,152.49	767,579	905,726	138,147
Vanguard Mid-Cap Index Fund	20,986.99	339,769	344,187	4,418
Vanguard Total International Stock Index Fund	73,445.86	1,175,077	1,058,355	(116,722)
Vanguard Small-Cap Index Fund	6,417.58	201,959	176,483	(25,476)
Vanguard Total Bond Market Fund	69,699.53	714,772	721,390	6,618
Oakmark Equity and Income Fund	397,030.84	9,418,916	10,140,168	721,252
PIMCO Total Return Fund-Institutional	1,058,088.56	10,874,717	11,427,356	552,639
Fidelity Retirement Money Market Fund	5,779,173.18	5,779,173	5,779,173	
		61,745,634	62,594,099	848,465
Total Assets Held for Investment		\$ 84,511,781	\$ 84,398,578	\$ (113,203)

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**5 Investments, Continued**

The Plan's net realized gains and losses were as follows:

	Aggregate Proceeds	Cost	Net Realized Gains (Losses)
<b>2010</b>			
The Progressive Stock Fund	\$ 658,507	\$ 605,622	\$ 52,885
Templeton World Fund-Class A	407,451	488,510	(81,059)
Fidelity Diversified International Fund-K Shares	938,587	666,763	271,824
Fidelity Low Priced Stk-K Shares	69,079	65,592	3,487
Wasatch Small Cap Growth Fund	194,393	180,513	13,880
JH Small Company Portfolio	425,975	486,025	(60,050)
ABF Small Cap Value Institutional	121,855	119,529	2,326
Fidelity Mid-Cap Stock Fund-K Shares	467,118	280,569	186,549
Vanguard Institutional Index Fund	1,796,430	1,778,150	18,280
Vanguard Value Index Fund	346,367	443,101	(96,734)
Vanguard Growth Index Fund	162,462	131,299	31,163
Vanguard Mid-Cap Index Fund	55,347	58,289	(2,942)
Vanguard Total International Stock Index Fund	173,707	169,090	4,617
Vanguard Small-Cap Index Fund	39,038	37,028	2,010
Vanguard Total Bond Market Fund	590,259	565,456	24,803
Oakmark Equity and Income Fund	1,819,532	1,605,556	213,976
PIMCO Total Return Fund-Institutional	2,918,776	2,720,459	198,317
Fidelity Retirement Money Market Fund	2,239,061	2,239,061	
<b>Total Net Realized Gains (Losses)</b>	<b>\$ 13,423,944</b>	<b>\$ 12,640,612</b>	<b>\$ 783,332</b>

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**5 Investments, Continued**

	Aggregate Proceeds	Cost	Net Realized Gains (Losses)
<b>2009</b>			
The Progressive Stock Fund	\$ 1,348,453	\$ 1,496,063	\$ (147,610)
Templeton World Fund-Class A	49,993	77,062	(27,069)
Fidelity Diversified International Fund	4,971,683	7,499,051	(2,527,368)
Fidelity Diversified International Fund-K Shares	1,146,155	926,159	219,996
Fidelity Low Priced Stk-K Shares	1,608	1,037	571
Wasatch Small Cap Growth Fund	330,774	490,705	(159,931)
JH Small Company Portfolio	304,100	428,585	(124,485)
American Advantage Small Cap Value Fund	1,927,984	2,450,972	(522,988)
ABF Small Cap Value Institutional	7,015	7,042	(27)
Fidelity Mid-Cap Stock Fund	1,703,965	2,722,818	(1,018,853)
Fidelity Mid-Cap Stock Fund-K Shares	678,502	562,141	116,361
Vanguard Institutional Index Fund	1,942,142	2,319,986	(377,844)
Vanguard Value Index Fund	622,450	863,604	(241,154)
Vanguard Growth Index Fund	354,177	307,184	46,993
Vanguard Mid-Cap Index Fund	249,532	211,479	38,053
Vanguard Total International Stock Index Fund	320,624	540,345	(219,721)
Vanguard Small-Cap Index Fund	114,029	109,166	4,863
Vanguard Total Bond Market Fund	533,407	515,184	18,223
Oakmark Equity and Income Fund	980,697	998,163	(17,466)
PIMCO Total Return Fund (Admin)	10,247,562	10,588,200	(340,638)
PIMCO Total Return Fund-Institutional	1,789,938	1,773,169	16,769
Fidelity Retirement Money Market Fund	825,128	825,128	
<b>Total Net Realized Gains (Losses)</b>	<b>\$ 30,449,918</b>	<b>\$ 35,713,243</b>	<b>\$ (5,263,325)</b>

## NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

December 31, 2010

**5 Investments, Continued**

	Aggregate Proceeds	Cost	Net Realized Gains (Losses)
<b>2008</b>			
The Progressive Stock Fund	\$ 1,010,412	\$ 1,124,323	\$ (113,911)
Templeton World Fund-Class A	230,144	285,990	(55,846)
Fidelity Diversified International Fund	1,352,990	1,254,175	98,815
Wasatch Small Cap Growth Fund	309,138	475,001	(165,863)
FMA Small Company Portfolio	184,754	207,711	(22,957)
American Advantage Small Cap Value Fund	273,104	382,545	(109,441)
Fidelity Mid-Cap Stock Fund	554,297	693,008	(138,711)
Vanguard Institutional Index Fund	1,387,392	1,411,795	(24,403)
Vanguard Value Index Fund	510,814	651,835	(141,021)
Vanguard Growth Index Fund	106,394	125,566	(19,172)
Vanguard Mid-Cap Index Fund	7,754	8,765	(1,011)
Vanguard Total International Stock Index Fund	430,403	594,965	(164,562)
Vanguard Small-Cap Index Fund	16,124	30,267	(14,143)
Fidelity Dividend Growth Fund	6,227,045	6,557,155	(330,110)
Oakmark Equity and Income Fund	1,142,866	1,128,037	14,829
PIMCO Total Return Fund (Admin)	1,361,272	1,360,917	355
Fidelity Retirement Money Market Fund	1,835,361	1,835,361	
Total Net Realized Gains (Losses)	\$ 16,940,264	\$ 18,127,416	\$ (1,187,152)

**6 Trust**

The Company maintains a Trust to provide a source of funds to assist the Company in meeting its obligations under the Plan. The Trust is irrevocable. The Company is required to make annual deposits to the Trust to the extent necessary to insure that the value of all Trust assets is sufficient to pay all Plan obligations as of the close of each Plan year. The rights of participants and their beneficiaries under the Plan are merely unsecured contractual rights against the Company and its participating subsidiaries. Participants and beneficiaries have no preferred claim on, or any beneficial ownership interest in, any assets of the Trust. All assets of the Trust are subject to the claims of the general creditors of the Company and its participating subsidiaries under Federal and state law, should the Company and its participating subsidiaries become unable to pay their debts as they become due or become subject to Federal bankruptcy proceedings.

NOTES TO FINANCIAL STATEMENTS

The Progressive Corporation

Executive Deferred Compensation Plan

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**7 Related Party**

Certain Plan investment choices are Fidelity mutual funds managed by Fidelity Management & Research Company (FMR Co.). Fidelity Management Trust Company (FMTTC) is the current trustee of the Trust and along with FMR Co. is a subsidiary of FMR Corp. These transactions, therefore, qualify as related party transactions. The Plan paid no fees in 2010, 2009 or 2008 for investment management or Trust services.

**8 Administration of the Plan**

The Plan is administered by a Committee consisting of not less than three members of the Company's Board of Directors, all of whom serve on the Committee at the pleasure of the Board. The Committee has full power to administer the Plan, including, but not limited to, the authority to make and enforce rules and regulations, to interpret the Plan's provisions, to compute amounts payable under the Plan and to authorize disbursements from the Plan and the Trust.

Certain administrative functions are performed by employees of the Company, or its subsidiaries. No such employees receive compensation from the Plan.

**9 Tax Status**

The Plan is not, and is not intended to be, qualified under Section 401 of the Internal Revenue Code. Consequently, an application for a favorable determination has not been filed with the Internal Revenue Service.

**10 Right to Terminate**

The Company may terminate the Plan at any time and for any reason. Following termination of the Plan, no additional deferrals may be made, but all existing participant accounts will continue to be administered in accordance with the Plan, unless the Company elects to accelerate distribution of all Plan accounts in accordance with Section 409A of the Internal Revenue Code.

**THE PROGRESSIVE CORPORATION**  
**EXECUTIVE DEFERRED COMPENSATION PLAN**

**EXHIBIT INDEX**

<b>EXHIBIT NO. UNDER REG. S-K ITEM 601</b>	<b>FORM 11-K EXHIBIT NO.</b>	<b>DESCRIPTION OF EXHIBIT</b>
23	23	Consent of Meaden & Moore, Ltd., Independent Registered Public Accounting Firm, dated March 23, 2011, to incorporate by reference their report dated March 23, 2011.