

PROGRESSIVE CORP/OH/  
Form 4  
November 29, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LEWIS PETER B**

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**PROGRESSIVE CORP/OH/ [PGR]**

3. Date of Earliest Transaction (Month/Day/Year)

11/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common                          | 11/26/2012                           |  | G                              | V   | 500,000   | D  |   |
|                                 |                                      |  |                                |   | \$ 0  |  |   |
| Common                          | 11/27/2012                           |  | S                              |   | 378,914   | D  |   |
|                                 |                                      |  |                                |   | 21.5275   |  |   |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |   |
|                                 |                                      |  |                                |   | \$  |  |   |
| Common                          | 11/28/2012                           |  | S                              |   | 700,000   | D  |   |
|                                 |                                      |  |                                |   | 21.2844   |  |   |
|                                 |                                      |  |                                |   | <u>(2)</u>  |  |   |
| Common                          |                                      |  |                                |   | 232,272.541   | I  | 401(k) Plan   |
| Common                          |                                      |  |                                |   | 1,500,000   | I  | By GRATs  |

|        |           |   |  |
|--------|-----------|---|--|
| Common | 1,642,310 | I | (2012) <sup>(3)</sup><br>By<br>GRAT<br>(2011) <sup>(4)</sup> |
|--------|-----------|---|--|

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.** SEC 1474 (9-02)

**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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| LEWIS PETER B<br>6300 WILSON MILLS ROAD<br>MAYFIELD VILLAGE, OH 44143 | X             |           | Chairman of Board |       |

## Signatures

David M. Coffey, by Power of Attorney  
11/29/2012  
Date

Signature of Reporting Person

## 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) The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.50 to \$21.62, inclusive.

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- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.12 to \$21.37, inclusive. The reporting person undertakes to provide to The Progressive Corporation, any security holder of The Progressive Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote 1 above and this Footnote 2.
- (2)
  - (3) Shares are held in grantor-retained annuity trusts with respect to which the reporting person is sole trustee and sole recipient of the annuity.
  - (4) Shares are held in a grantor-retained annuity trust with respect to which the reporting person is sole trustee and sole recipient of the annuity.

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.