

PROGRESSIVE CORP/OH/

Form 8-K

March 19, 2002

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 19, 2002

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)

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

The following Exhibits are filed as part of this report:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 13 | The Progressive Corporation 2001 Annual Report |
| 99 | News Release dated March 19, 2002 |

Item 9. Regulation FD Disclosure.

On March 19, 2002, The Progressive Corporation (the Company) released its 2001 Annual Report. A copy of the Annual Report is attached hereto as Exhibit 13.

In addition, on March 19, 2002, the Company issued a News Release announcing a 3 for 1 split of the Company's Common Shares, \$1.00 par value, to be effected in the form of a stock dividend. A copy of the News Release is attached hereto as Exhibit 99.

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 19, 2002

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch
Title: Vice President and
Chief Accounting Officer

EXHIBIT INDEX

| Exhibit No. Under Reg. S-K Item 601 | Form 8-K Exhibit No. | Description of Exhibit |
|--|-------------------------------------|--|
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