Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

PROGRESS Form 4 March 26, 20	IVE CORP/OH/										
FORM	14 UNITED	STATES		RITIES ashington				COMMISSIO	-	APPROVAL 3235-0287	
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 SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940							nge Act of 1934, of 1935 or Secti	Estimated burden hou response	Estimated average burden hours per response 0.5		
(Print or Type I	Responses)										
1. Name and A VOELKER	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]					5. Relationship of Reporting Person(s) to Issuer(Check all applicable)				
(Last)(First)(Middle)6300 WILSON MILLS ROAD			3. Date of Earliest Transaction (Month/Day/Year) 03/24/2015					Director 10% Owner X Officer (give title Other (specify below) below) Chief Information Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
	O VILLAGE, OF							Person		1 0	
(City) 1.Title of	(State) 2. Transaction Date	(Zip) 2A. Deeme		ole I - Non- 3.		vative Securiti		States of Contract States Sta	of, or Beneficia 6. Ownership	ally Owned 7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution any (Month/Da		Transacti Code (Instr. 8)	Dis (Ins	sposed str. 3, 4	of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rep	oort on a separate line	e for each cla	ass of sec	urities ben	eficial	lly owr	ned directly	or indirectly.			
					i I G	inform requir	nation cont ed to respo ys a curre	spond to the colle cained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	03/24/2015		А		15,621		(2)	<u>(3)</u>	Common	15,621

Reporting Owners

Reporting Owner Name / Address			Relationships					
	Director	10% Owner	Officer	Other				
VOELKER RAYMOND M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Information Officer					
Signatures								
/s/ David M. Coffey, By Power of Attorney		03/26/20	15					

<u>**</u>Signature of Reporting Person

Date

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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- These units will vest in three equal annual installments beginning January 1, 2018, subject to earlier vesting or forefeiture in accordance(2) with the plan and the award agreement, including the earlier vesting of a portion of the units if the reporting person has achieved or hereafter achieves his or her qualified retirement eligibility date.

(3) Expiration Date is the same as the Date Exercisable.

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.

(In