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PROGRESSIVE CORP/OH/

Form 4

December 18, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL					
								OMB Number:	3235-0287				
check th if no long subject to Section 1 Form 4 c Form 5 obligatio may cont	SECtion 16(a) of lic Utility l	CUR of th Hole	RITIES e Securi ding Con	ties E	Exchang y Act of	NERSHIP OF e Act of 1934, f 1935 or Section	Expires: January 3 Estimated average burden hours per response						
See Instr 1(b).	uction	30(n) of	the Investm	ient	Compa	1у Ас	et of 194	I U					
(Print or Type l	Responses)												
			2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]					5. Relationship of Reporting Person(s) to Issuer					
(Lost) (First) (Middle)						<i>J</i> 11/ [i Oitj	(Check all applicable)					
(Month.				ate of Earliest Transaction nth/Day/Year) 16/2015					Director 10% Owner Other (specify below) below) VP and Chief Financial Officer				
MAYFIELI	(Street) O VILLAGE, OF	File	f Amendmen ed(Month/Day		_	al		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson			
(City)	(State)	(Zip)	Table I - N	on-I	Derivative	Secui	rities Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year)			Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or					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)			
C	10/1/2015			V	Amount		Price \$		D				
Common	12/16/2015		F <u>(1)</u>		1,348	D	31.43	320,646.607	D				
Common								10,710.5849	I	401(k) Plan			
Common								1,200	I	By Child			
Reminder: Rep	oort on a separate line	e for each class	of securities b	enef	-		-	indirectly. ond to the collect	ion of Si	EC 1474			

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

number.

(9-02)

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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.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Numb	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Sauerland John P 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

VP and Chief Financial Officer

Signatures

/s/ David M. Coffey, By Power of 12/18/2015 Attorney

> **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).
- Delivery of shares to satisfy tax withholding obligation upon vesting of performance-based restricted shares granted in 2006.

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.

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