PROGRESSIVE CORP/OH/
Form 3
May 14, 2015

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Murphy John Jo
(Last) (First) (Middle)

6300 WILSON MILLS ROAD
(Street)

MAYFIELD VILLAGE,Â OHÂ 44143
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/30/2015

3. Issuer Name **and** Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CRM Business Leader

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	13,050.786	D	Â
Common	10,983.73	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit	Â (1)	Â (2)	Common	25,442.23	$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy John Jo 6300 WILSON MILLS ROAD MAYFIELD VILLAGE,Â OHÂ 44143	Â	Â	Â CRM Business Leader	Â

Signatures

/s/ Laurie F. Humphrey, By Power of Attorney	05/14/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents time-based restricted stock units granted to the reporting person between 2011 and 2015. Subject to the terms of the plan and award agreements, each award vests in three equal installments on the third, fourth and fifth January 1st following the date of grant or, with respect to the grants made in 2013 through 2015, on an earlier date that the reporting person achieves qualified retirement eligibility as defined in the plan. The following number of units are scheduled to vest on January 1st of each of the following years: 2016 - 7,222.503 units; 2017 - 6,771.161 units; 2018 - 6,226.234 units; 2019 - 3,526.332 units; 2020 - 1,696 units.

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

(3) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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