

CODY WILLIAM M
Form 4
December 01, 2005

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 *
CODY WILLIAM M

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Investment / Officer

MAYFIELD VILLAGE, OH 44143
(City) (State) (Zip)

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

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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common	11/29/2005		M		\$ 8,925 22.7916	27,505	D	
Common	11/29/2005		S		2,200	\$ 123.7	25,305	D
Common	11/29/2005		S		1,500	\$ 123.71	23,805	D
Common	11/29/2005		S		325	\$ 123.72	23,480	D
Common	11/29/2005		S		600	\$ 123.67	22,880	D
Common	11/29/2005		S		300	\$ 123.58	22,580	D
Common	11/29/2005		S		300	\$ 123.56	22,280	D
Common	11/29/2005		S		300	\$ 123.51	21,980	D

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Common	11/29/2005	S	800	D	\$ 123.5	21,180	D	
Common	11/29/2005	S	500	D	\$ 123.52	20,680	D	
Common	11/29/2005	S	400	D	\$ 123.68	20,280	D	
Common	11/29/2005	S	100	D	\$ 123.76	20,180	D	
Common	11/29/2005	S	100	D	\$ 123.64	20,080	D	
Common	11/29/2005	S	200	D	\$ 123.75	19,880	D	
Common	11/29/2005	S	100	D	\$ 123.63	19,780	D	
Common	11/29/2005	S	1,100	D	\$ 123.65	18,680	D	
Common	11/29/2005	S	100	D	\$ 123.82	18,580	D	
Common						2,362.98	I	401(K) Plan

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.

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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 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. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Option	\$ 22.7916	11/29/2005		M	8,925	<u>(1)</u> 12/31/2006	Common	8,925

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CODY WILLIAM M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Investment Officer	

Signatures

David M. Coffey, by Power of
Attorney

12/01/2005

__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) The options exercised by the reporting person on 11/29/05 vested on the following dates: 1,275 on 1/1/2000; 2,550 on 1/1/2001; 5,100 on 1/1/2002.

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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