

PROGRESSIVE CORP/OH/  
Form 4  
May 21, 2013

**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 \*  
**LEWIS PETER B**

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**PROGRESSIVE CORP/OH/ [PGR]**

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

05/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman of Board

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common                          | 01/31/2013                           |  | G                              | V   | 443,657   | D  |   |
| Common                          | 02/28/2013                           |  | G                              | V   | 306,122   | D  |   |
| Common                          | 05/01/2013                           |  | G                              | V   | 131,300   | D  |   |
| Common                          | 05/17/2013                           |  | A <sup>(1)</sup>               |   | 11,455  | A  |   |
| Common                          | 04/25/2013                           |  | G                              | V   | 305,978 <sup>(2)</sup>  | D  | By GRAT (2011) <sup>(3)</sup>                         |
| Common                          |                                      |  |                                |   | 235,351.719   | I  | 401(k) Plan   |
| Common                          |                                      |  |                                |   | 1,500,000   | I  | By GRATs  |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4), 10. Amount or Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for LEWIS PETER B, 6300 WILSON MILLS ROAD, MAYFIELD VILLAGE, OH 44143, Chairman of Board.

Signatures

David M. Coffey, by Power of Attorney, 05/21/2013. \*\*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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Directors Equity Incentive Plan.
On April 30, 2013, a grantor retained annuity trust, of which the reporting person was the sole trustee and recipient of the annuity, was dissolved. The dissolution resulted in a gift of 305,978 Common Shares and the return of 1,336,332 Common Shares to the reporting person.
(3) Shares were held in a grantor-retained annuity trust with respect to which the reporting person was sole trustee and sole recipient of the annuity.

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- (4) Shares are held in grantor-retained annuity trusts with respect to which the reporting person is sole trustee and sole recipient of the annuity.

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