

JARRETT CHARLES E
Form 4
January 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
JARRETT CHARLES E

(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)

01/02/2013

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)
Secretary and Chief / Legal Officer

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 | 01/02/2013 | | M | V Amount 1,093.368 A Price \$ 0 ⁽¹⁾ | 107,744.368 | D | |
| Common | 01/02/2013 | | D | 20,017 D \$ 0 ⁽²⁾ | 87,727.368 | D | |
| Common | 01/02/2013 | | F ⁽³⁾ | 418 D \$ 21.53 | 87,309.368 | D | |
| Common | | | | | 4,730.996 | I | 401(k) Plan |

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|---|------------------|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | | |
| Deferred Comp Unit | \$ 0 ⁽⁴⁾ | 01/02/2013 | | A ⁽²⁾ | | 27,665 | | ⁽⁵⁾ | ⁽⁶⁾ | Common |
| Restricted Stock Unit | ⁽⁷⁾ | 01/02/2013 | | D ⁽²⁾ | | 7,648 | | 01/02/2013 | ⁽⁸⁾ | Common |
| Restricted Stock Unit | ⁽⁷⁾ | 01/02/2013 | | M ⁽¹⁾ | | 1,093.368 | | 01/02/2013 | ⁽⁸⁾ | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|---------------|
| | Director | 10% Owner | Officer | Other |
| JARRETT CHARLES E 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143 | | | Secretary and Chief | Legal Officer |

Signatures

Dane A. Shrallow, by Power of Attorney
01/03/2013

**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).

Represent amounts related to previous dividend equivalent units issued under one or more restricted stock unit awards which were
(1) deliverable in Common Shares upon vesting of the RSU awards to which they relate, at the rate of 1 to 1. These dividend equivalent units are not eligible for deferral under an applicable plan.

The reporting person elected to defer receipt of previously granted restricted Common Shares and Common Shares issuable under
(2) previously granted restricted stock unit awards upon vesting thereof. This Form 4 reports disposition of such restricted shares and restricted stock units in exchange for an equal number of units under the applicable deferred compensation plan.

(3) Delivery of shares to pay taxes upon delivery of Common Shares related to dividend equivalent units as described in footnote 1.

(4) 1 for 1.

(5) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.

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- (6) Units will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
- (7) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- (8) 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.