

PROGRESSIVE CORP/OH/
Form 3
December 05, 2016

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 *

^ Niederst Lori A
(Last) (First) (Middle)

6300 WILSON MILLS ROAD
(Street)

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

2. Date of Event Requiring Statement

(Month/Day/Year)
11/27/2016

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
 Officer Other
(give title below) (specify below)
Chief Human Resource Officer

5. 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 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	8,203.132	D	^
Common	159.603	I	Husband's 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)
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	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	19,390.066	\$ (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Niederst Lori A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Â	Â	Â Chief Human Resource Officer	Â

Signatures

/s/ Laurie F. Humphrey, By Power of Attorney 12/05/2016

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).
Represents time-based restricted stock units granted to the reporting person between 2012 and 2016. Subject to the terms of the plan and the award agreements, each award vests in 3 equal installments on the January 1 of the third, fourth and fifth year following the date of grant or, with respect to the grants made in 2013-2016, on an earlier date that the reporting person achieves qualified retirement eligibility as defined in the plan. The following number of units is scheduled to vest on January 1 of each of the following years: 2017 - 5565.623 units; 2018 - 5132.041 units; 2019 - 4619.03 units; 2020 - 2815.372 units; 2021 - 1258 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. 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.