

PROGRESSIVE CORP/OH/
Form 4
January 27, 2015

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 *
Sieger Michael D

(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)
01/14/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Claims Operations Leader

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 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common	01/14/2015		M ⁽¹⁾	1,828 A \$ 0	40,630.381	D	
Common	01/14/2015		J ⁽²⁾	521 D \$ 26.2106	40,109.381	D	
Common					1.59	I	In 401(k)

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Comp Unit	(3)	01/14/2015		I(4)	2,855.531	(5)	(6)	Common	2,855.53
Deferred Comp Unit	(3)	01/14/2015		M(1)	1,828	(5)	(6)	Common	1,828

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sieger Michael D
6300 WILSON MILLS ROAD
MAYFIELD VILLAGE, OH 44143

Claims Operations Leader

Signatures

/s/Laurie F. Humphrey, By Power of Attorney

01/27/2015

**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) Reflects Common Shares received by the reporting person as a result of a distribution from the applicable deferral plan.

(2) Shares withheld from distribution to satisfy tax withholding obligations.

(3) 1 for 1

(4) Reflects cash received by the reporting person as a result of a distribution from the applicable deferral plan.

(5) Deferred compensation units relating to bonuses and restricted stock awards made prior to March 2005, and dividend equivalents related to deferred account balances, will be paid out in cash at the time elected by the reporting person subject to the payment provisions of the applicable deferral plan. Deferred compensation units relating to restricted stock and restricted stock unit awards made on or after March 2005 will be paid out in shares of Common Shares at the time elected by the reporting person subject to the payment provisions of the applicable deferral plan.

(6) 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.

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