

PROGRESSIVE CORP/OH/
Form SC 13G/A
February 10, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 28)*

The Progressive Corporation

(Name of Issuer)

Common Shares, \$1.00 Par Value
(Title of Class of Securities)

743315 10 3
(CUSIP Number)

December 31, 2010
(Date of Event which requires filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

SCHEDULE 13G

CUSIP No. 743315 10 3

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Peter B. Lewis
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) " (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

5 SOLE VOTING POWER

NUMBER OF

SHARES 48,401,538 (See footnote 1 below)
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0-
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 48,401,538 (See footnote 1 below)
8 SHARED DISPOSITIVE POWER

WITH

-0-
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

48,401,538 (See footnote 1 below)

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12 ^{7.3%}
TYPE OF REPORTING PERSON (See Instructions)

IN

1. As of 12/31/10. Includes the following: (i) 366,504 Common Shares held by one charitable fund that Mr. Lewis controls, but as to which he has no pecuniary interest; (ii) 235,216 Common Shares held in an account for Mr. Lewis under the issuer's 401(K) plan; (iii) 12,465 restricted Common Shares granted to Mr. Lewis in his capacity as Chairman of the Board of the Issuer; (iv) 4,491,326 Common Shares held in two grantor-retained annuity trusts as to which Mr. Lewis is the sole trustee and annuitant; and (v) 43,296,027 Common Shares held directly or indirectly by Mr. Lewis.

SCHEDULE 13G

- Item 1 (a) Name of Issuer:
The Progressive Corporation (the Issuer).
- Item 1 (b) Address of Issuer's Principal Executive Offices:
6300 Wilson Mills Road, Mayfield Village, Ohio 44143.
- Item 2 (a) Name of Person Filing:
Peter B. Lewis.
- Item 2 (b) Address of Principal Business Office or, if none, Residence:
6300 Wilson Mills Road, Mayfield Village, Ohio 44143.
- Item 2 (c) Citizenship:
Peter B. Lewis is a United States citizen.
- Item 2 (d) Title of Class of Securities:
Common Shares, \$1.00 par value, of the Issuer.
- Item 2 (e) CUSIP Number:
743315 10 3.
- Item 3 Not Applicable.

Item 4 **Ownership**

(a) Amount Beneficially Owned

48,401,538 *

(b) Percent of Class

7.3%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

48,401,538 *

(ii) shared power to vote or to direct the vote

-0-

(iii) sole power to dispose or to direct the disposition of

48,401,538 *

(iv) shared power to dispose or to direct the disposition of

-0-

Item 5 **Ownership of Five Percent or Less of a Class:**

Not Applicable.

Item 6 **Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable.

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not Applicable.

Item 8 **Identification and Classification of Members of the Group:**

Not Applicable.

Item 9 **Notice of Dissolution of Group:**

Not Applicable.

Item 10 **Certifications:**

Not Applicable.

* See footnote 1 on page 2.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2011

Signature: /s/ Peter B. Lewis

Name/Title: Peter B. Lewis