

PROGRESSIVE CORP/OH/  
Form 10-K  
February 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2012**

**or**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from            to**

**Commission file number 1-9518**

**THE PROGRESSIVE CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction of  
incorporation or organization)

**34-0963169**  
(I.R.S. Employer  
Identification No.)

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6300 Wilson Mills Road, Mayfield Village, Ohio  
(Address of principal executive offices)

44143  
(Zip Code)

(440) 461-5000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Shares, \$1.00 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant at June 30, 2012: \$11,552,341,405

The number of the registrant's Common Shares, \$1.00 par value, outstanding as of January 31, 2013: 603,919,706

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement for the Annual Meeting of Shareholders to be held on May 16, 2013, and the Annual Report to Shareholders for the year ended December 31, 2012, included as Exhibit 13 to this Form 10-K, are incorporated by reference in Parts I, II, III, and IV hereof.

## INTRODUCTION

Portions of the information included in The Progressive Corporation's Proxy Statement for the Annual Meeting of Shareholders to be held on May 16, 2013 (the Proxy Statement) have been incorporated by reference herein and are identified under the appropriate items in this Form 10-K. The 2012 Annual Report to Shareholders (the Annual Report) of The Progressive Corporation and subsidiaries, which will be attached as an Appendix to the 2013 Proxy Statement, is included as Exhibit 13 to this Form 10-K. Cross references to relevant sections of the Annual Report are included under the appropriate items of this Form 10-K.

## PART I

### ITEM 1. BUSINESS

#### (a) General Development of Business

The Progressive insurance organization began business in 1937. The Progressive Corporation, an insurance holding company formed in 1965, currently has 54 subsidiaries, 1 mutual insurance company affiliate, and 1 limited partnership investment affiliate. Our insurance subsidiaries and mutual insurance company affiliate provide personal and commercial automobile insurance and other specialty property-casualty insurance and related services. Our property-casualty insurance products protect our customers against losses due to collision and physical damage to their motor vehicles, uninsured and underinsured bodily injury, and liability to others for personal injury or property damage arising out of the use of those vehicles. Our non-insurance subsidiaries and limited partnership investment affiliate generally support our insurance and investment operations. We operate our businesses throughout the United States and sell personal auto insurance on an Internet-only basis in Australia.

#### (b) Financial Information About Segments

Incorporated by reference from *Note 10 - Segment Information* in our Annual Report, which is included as Exhibit 13 to this Form 10-K.

#### (c) Narrative Description of Business

We offer a number of personal and commercial property-casualty insurance products primarily related to motor vehicles. Net premiums written were \$16.4 billion in 2012, compared to \$15.1 billion in 2011 and \$14.5 billion in 2010. Our combined ratio, which we calculate by dividing the sum of our loss and loss adjustment expenses, policy acquisition costs, and other underwriting expenses, net of fees and other revenues, by our net premiums earned, was 95.6 in 2012, 93.0 in 2011, and 92.4 in 2010.

#### Organization

Auto insurance differs greatly by community because legal requirements and decisions vary by state and because, among other factors, traffic, law enforcement, cultural attitudes, insurance agents, medical services, and auto repair services vary by community. To respond to these local differences, we are organized as follows:

*Personal Lines* A Group President manages our Personal Lines business, which includes insurance for personal autos and special lines products (e.g., motorcycles, ATVs, RVs, mobile homes, watercraft, snowmobiles, and similar items):

We currently write personal auto insurance in all 50 of the United States, the District of Columbia, and on an Internet-only basis in Australia. Our personal auto management group is organized by state into four geographic regions in the United States, plus a region for Australia. Each region is led by a general manager. We have a separate manager for our California Agency organization.

We write the majority of our special lines products in all 50 states. Our special lines management group is organized by product and led by a general manager.

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*Commercial Auto* A Group President manages our Commercial Auto business, which offers products in 49 states; we do not currently write Commercial Auto in Hawaii or the District of Columbia. The Commercial Auto business is organized by state, with product managers responsible for local implementation. These state-level managers are led by two regional directors who report to a general manager.

*Claims* A Group President manages our Claims business function, which is organized into four groups. Three of the groups are based on geographic region, and one is a countrywide group that provides various claims-related services, including catastrophe response and special investigations. Each group is headed by a general manager, and each handles both Personal Lines and Commercial Auto claims.

Our customer service groups, located at call centers in Mayfield Village, Ohio; Austin, Texas; Tampa, Florida; Sacramento, California; Tempe, Arizona; and Colorado Springs, Colorado, support our policy servicing, agency distribution, claims, and direct sales operations.

Our executive management team sets policies and makes key strategic decisions. This team includes the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Chief Investment Officer, Chief Information Officer, Chief Human Resource Officer, and Chief Marketing Officer, as well as our three Group Presidents (discussed above). The Group Presidents are responsible for the development and management of our product offerings and customer service processes that are tailored to the unique characteristics and purchasing preferences of customers who shop for and select our insurance products.

### **Personal Lines**

Our Personal Lines segment writes insurance for personal autos and recreational and other vehicles. This business generally offers more than one program in a single state, with each program targeted to a specific distribution channel, market, or customer group. The Personal Lines business accounted for approximately 90% of total net premiums written during each of the last three years. Our strategy is to be a competitively priced provider of a full line of auto insurance products with distinctive service, distributed through whichever channel the customer prefers. Volume potential is driven by our price competitiveness, brand recognition, service quality, and the actions of our competitors, among other factors. See *Competitive Factors* on page 5 of this report for further discussion.

We ranked fourth in market share in the U.S. private passenger auto market for 2011 based on net premiums written and believe that we held that position for 2012. There are approximately 340 competitors in this market. Progressive and the other leading 13 private passenger auto insurers, each of which writes over \$2.0 billion of premiums, comprise about 75% of this market. For 2011, the industry net premiums written for private passenger auto insurance in the United States was \$163.0 billion, and our share of this market was approximately 8.2%, compared to \$160.1 billion and 7.9% in 2010, respectively; comparable industry data is not available for 2012 at this time. All industry data, including ranking and market share, was obtained directly from data reported by either SNL Financial or A.M. Best Company, Inc. (A.M. Best), or was estimated using A.M. Best data as the primary source.

The Personal Lines segment consists of our personal auto insurance products, as well as our special lines products.

*Personal auto insurance* represented approximately 90% of our total Personal Lines net premiums written for each of the last three years. This business includes Snapshot<sup>®</sup>, our usage-based insurance product, which is available to consumers through both the Agency and Direct channels in 38 states and the District of Columbia and to consumers in 5 more states in our Direct channel only; continued expansion is planned for 2013, depending on regulatory approval and business results.

*Special lines products* include insurance for motorcycles, ATVs, RVs, mobile homes, watercraft, snowmobiles, and similar items, and represent about 10% of our Personal Lines business. Due to the nature of these products, we typically experience higher losses during the warmer weather months. Our competitors are specialty companies and large multi-line insurance carriers. Although industry figures are not available, based on our analysis of this market, we believe that we are one of the largest participants in the specialty personal lines market, and that we have been the market share leader for the motorcycle product since 1998. We also offer a personal umbrella insurance product in 32 states through certain independent agents and to Direct customers via telephone.

Our Personal Lines products are sold through both the agency and direct channels:

*The Agency business* includes business written by our network of more than 35,000 independent insurance agencies located throughout the United States, including brokerages in New York and California. These independent insurance agents and brokers have the ability to place business with Progressive for specified insurance coverages within prescribed underwriting guidelines, subject to compliance with company-mandated procedures. Our guidelines prescribe the kinds and amounts of coverage that may be written and the premium rates that may be charged for specified categories of risk. The agents and brokers do not have authority on behalf of Progressive to establish underwriting guidelines, develop rates, settle or adjust claims, or enter into other transactions or commitments. The Agency business writes insurance through strategic alliance business relationships with other insurance companies, financial institutions, and national agencies. The total net premiums written through the Agency business represented 56% of our Personal Lines volume in 2012, compared to 57% in 2011 and 58% in 2010.

*The Direct business* includes business written directly by us online, via mobile devices, and over the phone. The Direct business represented 44% of our Personal Lines volume in 2012, compared to 43% in 2011 and 42% in 2010.

### **Commercial Auto**

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The Commercial Auto business writes primary liability and physical damage insurance for automobiles and trucks owned by small businesses and represented approximately 10% of our total net premiums written during each of the last three years. The

majority of our Commercial Auto customers insure two or fewer vehicles. The Commercial Auto business, which is primarily distributed through the independent agency channel, operates in the following business market targets:

*Business auto* autos, vans, and pick-up trucks used by small businesses, such as retailing, farming, services, and private trucking

*For-hire transportation* tractors, trailers, and straight trucks primarily used by regional general freight and expeditor-type businesses and non-fleet long-haul operators

*Contractor* vans, pick-up trucks, and dump trucks used by small businesses, such as artisans, heavy construction, and landscapers/snowplowers

*For-hire specialty* dump trucks, log trucks, and garbage trucks used by dirt, sand and gravel, logging, and coal-type businesses, and

*Tow* tow trucks and wreckers used in towing services and gas/service station businesses.

Business auto is the largest business market target, measured by premium volume, and accounts for approximately one third of our total Commercial Auto premiums, while the for-hire transportation and contractor business market targets each account for another 25%. Business auto and contractor each account for approximately one third of the vehicles we insure in this business, while for-hire transportation accounts for about 15%. Although the Commercial Auto business differs from Personal Lines auto in its customer bases and products written, both businesses require the same fundamental skills, including disciplined underwriting and pricing, as well as excellent claims service.

There are approximately 340 competitors in the total commercial auto market. We primarily compete with about 31 other large companies/groups, each with over \$130 million of commercial auto premiums written annually. These leading commercial auto insurers comprise about 75% of this market. Our Commercial Auto business ranked third in the commercial auto insurance market for 2011, and we believe that we will rank second for 2012.

#### **Other Indemnity**

Our other indemnity businesses consist of managing our run-off businesses, including the run-off of our professional liability business, which was sold in 2010. Pursuant to our agreement with the purchaser of this business, from the date of sale through April 30, 2012, we continued to write these policies, principally directors and officers liability insurance for community banks, which were 100% reinsured. The sale of this business did not have a material effect on our financial condition, results of operations, or cash flows.

#### **Service Businesses**

Our service businesses, which represent less than 1% of our total revenues and do not have a material effect on our operations, primarily include:

*Commercial Auto Insurance Procedures/Plans (CAIP)* We are the only servicing carrier on a nationwide basis for CAIP, which are state-supervised plans servicing the involuntary market in 42 states and the District of Columbia. As a service provider, we provide policy issuance and claims adjusting services and collect fee revenue that is earned on a pro rata basis over the terms of the related policies. In 2010, we reached an agreement with AIPSO (the national organization responsible for administering the involuntary insurance market) under which we will receive a supplemental fee, when necessary, to satisfy a minimum servicing fee requirement; this agreement is scheduled to expire on August 31, 2014. We cede 100% of the premiums and losses to the plans. Reimbursements to us from the CAIP plans are required by state laws and regulations. Material violations of contractual service standards can result in ceding restrictions for the affected business. We have maintained, and plan to continue to maintain, compliance with these standards. Any changes in our participation as a CAIP service provider would not materially affect our financial condition, results of operations, or cash flows.



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*Commission-Based Businesses* We have two commission-based service businesses.

Through Progressive Home Advantage<sup>®</sup>, we offer, either directly or through our network of independent agents, new and existing Agency and Direct customers home, condominium, and renters insurance written by unaffiliated homeowner's insurance companies. Progressive Home Advantage is not available to customers in Florida and Alaska. For the policies written under this program in our Direct business, we receive commissions, all of which are used to offset the expenses associated with maintaining this program.

Through Progressive Commercial Advantage<sup>SM</sup>, we offer our customers the ability to package their auto coverage with other commercial coverages that are underwritten by four unaffiliated insurance companies or placed with other companies through an unaffiliated agency. This program offers general liability and business owners policies in the 49 states where we write commercial auto insurance and workers compensation coverage in 14 states as of December 31, 2012. We receive commissions for the policies written under this program, all of which are used to offset the expenses associated with maintaining this program.

### **Claims**

We manage our claims handling on a companywide basis through approximately 280 claims offices located throughout the United States. In addition, we have in operation 54 service centers, in 41 metropolitan areas across the country, that provide our concierge level claims service, of which 14 have combined our claims offices and service centers to improve our efficiency. If a customer elects to repair their vehicle through this option, these service centers provide end-to-end resolution for auto physical damage losses. Customers can choose to bring their vehicles to one of these sites, where they can pick up a rental vehicle. Our representatives will then select a qualified repair shop, arrange the repair, including pick-up and delivery of the vehicle, and inspect the vehicle once the repairs are complete. We also guarantee the repairs for as long as the customer owns or leases their car. If a customer decides not to repair their vehicle, our representatives will write an estimate and the customer can receive payment on the spot. This innovative approach to the vehicle repair process increases consumer satisfaction and our productivity and improves the cycle time in comparison to our other claims settlement processes.

### **Competitive Factors**

The automobile insurance and other property-casualty markets in which we operate are highly competitive. Property-casualty insurers generally compete on the basis of price, agent commission rates, consumer recognition and confidence, coverages offered and other product features, claims handling, financial stability, customer service, and geographic coverage. Vigorous competition is provided by large, well-capitalized national companies in both the Agency and Direct channels, and by smaller regional insurers. In the Agency channel, some of our competitors have broad distribution networks of employed or captive agents. With widely available comparative rating services, consumers can easily compare prices among competitors. Many competitors invest heavily in advertising and marketing efforts and/or expanding their online service offerings. Over the past decade, these changes have further intensified the competitive nature of the automobile and other property-casualty insurance markets in which we operate.

We rely heavily on technology and extensive data gathering and analysis to segment markets and price accurately according to risk potential. We have remained competitive by refining our risk measurement and price segmentation skills, closely managing expenses, and achieving operating efficiencies. Superior customer service, fair and accurate claims adjusting, and strong brand recognition are also important factors in our competitive strategy.

Competition in our insurance markets is affected by the pace of technological developments. An insurer's ability to innovate, develop, and implement new applications and other technology can affect its competitive position. In addition, there has been a proliferation of patents related to new ways in which vehicle insurance is being offered, sold, and serviced. We have six U.S. patents, and additional U.S. patent applications pending, with respect to certain methods, systems, and devices related to usage-based insurance. Certain of these patent rights expire on or about January 29, 2016, while others extend well beyond that date. We also have a significant amount of know-how developed from years of experience with, and data derived from over 5 billion miles related to usage-based insurance. We believe this intellectual property provides us with a competitive advantage in the usage-based insurance market. During 2012, we began to pursue ways in which to leverage this intellectual property. Currently, we do not expect these activities to have a material effect on our operations, results of operations, or financial condition in the current fiscal year. We also hold a U.S. patent (expiring June 2021), and a U.S. patent application pending, on our innovative approach to the vehicle repair service described above and two patents (expiring July 2019), and additional patents pending, related to our online policy self-service technology.

### **State Insurance Licenses**

Our insurance subsidiaries operate under licenses issued by various state insurance authorities. These licenses may be of perpetual duration or renewable periodically, provided the holder continues to meet applicable regulatory requirements. Our licenses govern the kinds of insurance coverages that may be written by our insurance subsidiaries in the issuing state. Such licenses are normally issued only after the filing of an appropriate application and the satisfaction of prescribed criteria. All licenses that are material to the subsidiaries' businesses are in good standing.

### **Insurance Regulation**

Progressive's insurance subsidiaries are generally subject to regulation and supervision by insurance departments of the jurisdictions in which they are domiciled or licensed to transact business. At least one of our insurance subsidiaries is licensed and subject to regulation in each of the 50 states and the District of Columbia. The nature and extent of such regulation and supervision varies from jurisdiction to jurisdiction. Generally, an insurance company is subject to a higher degree of regulation and supervision in its state of domicile. Progressive's insurance subsidiaries and its mutual insurance company affiliate are domiciled in the states of Indiana, Louisiana, Michigan, New Jersey, New York, Ohio, Texas, and Wisconsin. In addition, California and Florida treat certain Progressive subsidiaries as domestic insurers for certain purposes under their commercial domicile laws.



State insurance laws impose numerous requirements, conditions, and limitations on the operations of insurance companies. Insurance departments have broad regulatory powers relating to those operations. Regulated areas include, among others:

Licensing of insurers and agents

Capital and surplus requirements

Statutory accounting principles specific to insurance companies and the content of required financial and other reports

Requirements for establishing insurance reserves

Investments

Acquisitions of insurers and transactions between insurers and affiliates

Limitations on rates of return or profitability

Rating criteria, rate levels, and rate changes

Insolvencies of insurance companies

Assigned risk programs

Authority to exit a business, and

Numerous requirements relating to other areas of insurance operations, including: required coverages, policy forms, underwriting standards, and claims handling.

Insurance departments are authorized to conduct periodic and other examinations of regulated insurers' financial condition and operations to monitor the financial stability of the insurers and to ensure adherence to statutory accounting principles and compliance with state insurance laws and regulations. In addition, in some states, the attorney general's office may exercise certain supervisory authority over insurance companies and, from time to time, may investigate certain insurance company practices.

Insurance departments establish and monitor compliance with capital and surplus requirements. Although the ratio of writings to surplus that the regulators will allow is a function of a number of factors (including applicable law, the type of business being written, the adequacy of the insurer's reserves, and the quality of the insurer's assets), the annual net premiums that an insurer may write have historically been perceived to be limited to a specified multiple of the insurer's total surplus, generally 3 to 1. Thus, the amount of an insurer's statutory surplus, in certain cases, may limit its ability to grow its business. At year-end 2012, we had net premiums written of \$16.4 billion and statutory surplus of \$5.6 billion. The combined premiums-to-surplus ratio for all Progressive insurance companies was 2.9 to 1. In addition, as of December 31, 2012, we had access to \$1.4 billion of securities held in a non-insurance subsidiary, portions of which could be contributed to the capital of our insurance subsidiaries to support growth as needed. The National Association of Insurance Commissioners (NAIC) also has developed a risk-based capital (RBC) program to enable regulators to identify and take appropriate and timely regulatory actions relating to insurers that show signs of weak or deteriorating financial condition. RBC is a series of dynamic surplus-related formulas that contain a variety of factors that are applied to

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financial balances based on the degree of certain risks, such as asset, credit, and underwriting risks. Progressive's RBC ratios are well in excess of minimum requirements.

Insurance companies are generally required to file detailed annual and other reports with the insurance department of each jurisdiction in which they conduct business. These reports include:

the insurer's financial statements under statutory accounting principles

details concerning claims reserves held by the insurer

specific investments held by the insurer, and

numerous other disclosures about the insurer's financial condition and operations.

State insurance laws and insurance departments also regulate investments that insurers are permitted to make. Limitations are placed on the amounts an insurer may invest in a particular issuer, as well as the aggregate amount an insurer may invest in certain types of investments. Certain investments are prohibited.

Insurance holding company laws enacted in many jurisdictions authorize insurance departments to regulate acquisitions of insurers and certain other transactions and to require periodic disclosure of specified information. These laws impose prior approval requirements for certain transactions between insurers and their affiliates and generally regulate dividend and other distributions, including loans and cash advances, between insurers and their affiliates. See the Dividends discussion in Item 5(c) herein for further information on these dividend limitations. The scope of insurance holding company regulation has expanded as states have adopted the revised model holding company act promulgated by the NAIC in 2010.

Under state insolvency and guaranty laws, insurers can be assessed or required to contribute to state guaranty funds to cover policyholder losses resulting from the insolvency of other insurers. Insurers are also required by many states, as a condition of doing business in the state, to provide coverage to certain risks that cannot find coverage in the voluntary market. These assigned risk plans generally specify the types of insurance and the level of coverage that must be offered to such involuntary risks, as well as the allowable premium. Many states also have involuntary market plans, which hire a limited number of servicing carriers

to provide insurance to involuntary risks. These plans, through assessments, pass underwriting and administrative expenses on to insurers that write voluntary coverages in those states.

Many states have laws and regulations that limit an insurer's ability to exit a market. For example, certain states limit an automobile insurer's ability to cancel or non-renew policies. Certain states also prohibit an insurer from withdrawing one or more lines of business from the state, except pursuant to a plan that is approved by the state insurance department. The state insurance department may disapprove a plan that may lead to market disruption. Laws and regulations that limit the cancellation or non-renewal of policies, or that subject program withdrawals to prior approval requirements, may restrict an insurer's ability to exit unprofitable markets or businesses.

As mentioned above, insurance departments have regulatory authority over many other aspects of an insurer's insurance operations, including coverages, forms, rating criteria, and rate levels. The ability to implement changes to these items on a timely basis is critical to our ability to compete effectively in the marketplace. Rate regulation varies from use and file, to file and use, to prior approval.

In a number of states, Progressive's insurance subsidiaries use financial responsibility or credit information (credit) as part of the underwriting or rating process. This practice is expressly authorized by the federal Fair Credit Reporting Act, and our information demonstrates that credit is an effective predictor of insurance risk. The use of credit in underwriting and rating is the subject of significant regulatory and legislative activity. Regulators and legislators have expressed a number of concerns related to the use of credit, including: questions regarding the accuracy of credit reports, perceptions that credit may have a disparate effect on the poor and certain minority groups, the perceived lack of a demonstrated causal relationship between credit and insurance risk, the treatment of persons with limited or no credit, the impact on credit of extraordinary life events (e.g., catastrophic injury or death of a spouse), and the credit attributes applied in the credit scoring models used by insurers. A number of state insurance departments have issued bulletins, directives, or regulations that regulate or prohibit the use of credit by insurers. In addition, a number of states are considering or have passed legislation to regulate insurers' use of credit information. The use of credit information continues to be a regulatory and legislative issue, and it is possible that the U.S. Congress or one or more states may enact further legislation affecting its use in underwriting and rating.

Regulation of insurance constantly changes as real or perceived issues and developments arise. Some changes may be due to economic developments, such as changes in investment laws made to recognize new investment products or to respond to perceived investment risks, while others reflect concerns about consumer privacy, insurance availability, prices, allegations of discriminatory pricing, underwriting practices, and solvency. In recent years, legislation, regulatory measures, and voter initiatives have been introduced, and in some cases adopted, which deal with use of non-public consumer information, use of credit information in underwriting and rating, insurance rate development, rate of return limitations, and the ability of insurers to cancel or non-renew insurance policies. In addition, from time to time, the United States Congress and certain federal agencies investigate the current condition of the insurance industry to determine whether federal regulation is necessary. In 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act created a new Federal Insurance Office, which is required to collect information about the insurance industry and monitor the industry for systemic risk.

In addition to our U.S. operations, we write personal auto physical damage and property damage liability insurance in Australia through a branch of one of our U.S. insurance subsidiaries. This insurance is offered solely through the Internet. We do not write auto bodily injury liability or medical payment insurance in Australia. There are two primary agencies that regulate insurance in Australia: the Australian Securities and Investment Commission, which regulates customer disclosures, and the Australian Prudential Regulatory Authority, which regulates solvency. Both agencies enforce laws within their jurisdiction, issue regulations, take enforcement actions, and, in general, have broad regulatory powers. Progressive Direct Insurance Company has been issued licenses by both agencies and the licenses are in good standing.

**Statutory Accounting Principles**

Our results are reported in accordance with GAAP, which differ in certain respects from amounts reported under statutory accounting principles (SAP) prescribed by insurance regulatory authorities. Certain significant differences are described below:

<b>Category</b>	<b>GAAP Accounting</b>	<b>SAP Accounting</b>
Acquisition	Commissions, premium taxes, and other variable costs incurred in connection with the successful acquisition of new and renewal business are capitalized and amortized pro rata over the policy term as premiums are earned.	Commissions, premium taxes, and all other acquisition expenses are expensed as incurred.
Expenses		
Non-admitted	Premium receivables are reported net of an allowance for doubtful accounts.	Premium receivables over 90 days past due are non-admitted, which means they are excluded from surplus. For premium receivables less than 90 days past due, we also estimate a bad debt reserve.
Assets	Furniture, equipment, application software, leasehold improvements, and prepaid expenses are capitalized and amortized over their useful lives or periods benefited.	Excluding computer equipment and operating software, the value of all other furniture, equipment, application software, leasehold improvements, and prepaid expenses, net of accumulated depreciation or amortization, is non-admitted against surplus. Computer equipment and operating software are capitalized, subject to statutory limitations based on surplus, and depreciated over three years.
	Deferred tax assets are recorded based on estimated future tax effects attributable to temporary differences. A valuation allowance would be recorded for any tax benefits that are not expected to be realized.	The accounting for deferred tax assets is consistent with GAAP, except for certain deferred tax assets that do not meet statutory requirements for recognition, which are non-admitted against surplus.
Reinsurance	Ceded reinsurance balances are shown as an asset on the balance sheet as prepaid reinsurance premiums and reinsurance recoverables.	Ceded unearned premiums are netted against the unearned premiums liability. Ceded unpaid loss and loss adjustment expense (LAE) amounts are netted against loss and LAE reserves. Only ceded paid loss and LAE are shown as a reinsurance recoverables asset.
Investment	Fixed-maturity securities, which are classified as available-for-sale, are reported at current fair values.	Fixed-maturity securities are reported at amortized cost or the lower of amortized cost or fair value, depending on the NAIC designation of the security.
Valuation	Preferred stocks, both redeemable and nonredeemable, are reported at fair values.	Redeemable preferred stocks are reported at amortized cost or the lower of amortized cost or fair value, depending on the NAIC designation of the security. Nonredeemable preferred stocks are reported at quoted fair value, consistent with GAAP.
Federal Income	Federal tax expense includes current and deferred income taxes.	For income statement reporting, federal tax expense only includes the current tax provision. Deferred taxes are posted to surplus. SAP deferred tax assets are subject to certain limitations on admissibility.
Taxes		

**Investments**

Our approach to investment and capital management seeks to ensure that we have sufficient capital to support all of the insurance premiums that we can profitably write. Our portfolio is invested primarily in short-term and intermediate-term, investment-grade fixed-income securities. Our investment portfolio had a fair value of \$16.5 billion at December 31, 2012, compared to \$16.0 billion at December 31, 2011. Investment income is affected by the variability of cash flows to or from the portfolio, shifts in the type and quality of investments in the portfolio, changes in yield, and other factors. Total investment income, including net realized gains (losses) on securities, before expenses and taxes, was \$749.8 million in 2012, compared to \$582.6 million in 2011 and \$616.2 million in 2010. For more detailed discussion, see *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report, which is included as Exhibit 13 to this Form 10-K.





**Employees**

The number of employees, excluding temporary employees, at December 31, 2012 was 25,889, all of whom were employed by subsidiaries of The Progressive Corporation.

**Liability for Property-Casualty Losses and Loss Adjustment Expenses**

The consolidated financial statements include the estimated liability for unpaid losses and loss adjustment expenses (LAE) of Progressive's insurance subsidiaries. Our objective is to ensure that total reserves (i.e., case reserves and incurred but not recorded reserves, or IBNR) are adequate to cover all loss costs, while sustaining minimal variation from the time reserves are initially established until losses are fully developed. The liabilities for losses and LAE are determined using actuarial and statistical procedures and represent undiscounted estimates of the ultimate net cost of all unpaid losses and LAE incurred through December 31 of each year. These estimates are subject to the effect of future trends on claims settlement, among other factors. These estimates are continually reviewed and adjusted as experience develops and new information becomes known. Adjustments, if any, relating to accidents that occurred in prior years are reflected in the current year results of operations and are referred to as development of the prior year estimates. A detailed discussion of our loss reserving practices can be found in our Report on Loss Reserving Practices, which was filed with the Securities and Exchange Commission (SEC) on Form 8-K on August 7, 2012, as well as in section V. Critical Accounting Policies of our *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report, which is included as Exhibit 13 to this Form 10-K. The accompanying tables present information concerning our property-casualty losses and LAE.

The following table provides a reconciliation of beginning and ending estimated liability balances for the last three years:

**RECONCILIATION OF NET RESERVES FOR LOSSES AND LOSS ADJUSTMENT EXPENSES**

(millions)	2012	2011	2010
Balance at January 1	\$ 7,245.8	\$ 7,071.0	\$ 6,653.0
Less reinsurance recoverables on unpaid losses	785.7	704.1	529.4
<b>Net balance at January 1</b>	<b>6,460.1</b>	<b>6,366.9</b>	<b>6,123.6</b>
Incurred related to:			
Current year	11,926.0	10,876.8	10,451.7
Prior years	22.0	(242.0)	(320.4)
<b>Total incurred</b>	<b>11,948.0</b>	<b>10,634.8</b>	<b>10,131.3</b>
Paid related to:			
Current year	7,895.3	7,289.3	6,841.0
Prior years	3,536.5	3,252.3	3,047.0
<b>Total paid</b>	<b>11,431.8</b>	<b>10,541.6</b>	<b>9,888.0</b>
Net balance at December 31	6,976.3	6,460.1	6,366.9
Plus reinsurance recoverables on unpaid losses	862.1	785.7	704.1
<b>Balance at December 31</b>	<b>\$ 7,838.4</b>	<b>\$ 7,245.8</b>	<b>\$ 7,071.0</b>

Our reserves developed unfavorably by \$22.0 million in 2012 and favorably by \$242.0 million and \$320.4 million in 2011 and 2010, respectively, which is reflected as Incurred related to prior years in the table above. Total development consists of net changes made by our actuarial department on prior accident year reserves, based on regularly scheduled reviews, claims settling for more or less than reserved, changes in reserve estimates by claim representatives, and emergence of unrecorded claims at rates different than anticipated.

During 2012, unfavorable reserve development in our personal auto product was primarily attributable to reserve development in our Florida personal injury protection coverage (PIP) and an increase in our estimate of bodily injury severity for accident year 2011. In addition, unfavorable development in our Commercial Auto business reflects higher than anticipated frequency and severity costs on late emerging claims

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and higher settlements on large losses. This unfavorable development was partially offset by favorable reserve adjustments, primarily in our loss adjustment expense reserves and our personal auto bodily injury reserves for accident years 2009 and 2008.

In both 2011 and 2010, the favorable reserve development reflected the settlement of larger losses for amounts less than we originally reserved in our Personal Lines (primarily in our personal auto product) and Commercial Auto businesses. We also experienced lower than expected defense and cost containment costs, reflecting a combination of fewer claims being litigated, as well as the fact that a greater percentage of these cases are now being handled by our in-house counsel, which is a cost-effective alternative to using external law firms. In addition, for 2010, our IBNR reserves developed favorably due to lower severity and frequency of late emerging claims. However, in 2011, the number of late emerging claims increased over 2010 and was greater than anticipated by our carried IBNR, thus we recognized unfavorable development on our total IBNR reserves.

In establishing loss reserves, we take into account projected changes in claim severity caused by anticipated inflation and a number of factors that vary with the individual type of policies written. These severities are projected based on historical trends adjusted for anticipated changes in underwriting standards, inflation, policy provisions, claims resolution practices, and general economic trends. These anticipated trends are reconsidered periodically based on actual development and are modified if necessary.

We have not entered into any loss reserve transfers or similar transactions having a material effect on earnings or reserves.

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ANALYSIS OF LOSS AND LOSS ADJUSTMENT EXPENSES DEVELOPMENT

(millions)	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
<b>LIABILITY FOR UNPAID LOSSES AND LAE - GROSS</b>	\$ 3,813.0	\$ 4,576.3	\$ 5,285.6	\$ 5,660.3	\$ 5,725.0	\$ 5,942.7	\$ 6,177.4	\$ 6,653.0	\$ 7,071.0	\$ 7,245.8	\$ 7,838.4
<b>LESS:</b>											
<b>REINSURANCE RECOVERABLES ON UNPAID LOSSES</b>	180.9	229.9	337.1	347.2	361.4	287.5	244.5	529.4	704.1	785.7	862.1
<b>LIABILITY FOR UNPAID LOSSES AND LAE - NET<sup>1</sup></b>	3,632.1	4,346.4	4,948.5	5,313.1	5,363.6	5,655.2	5,932.9	6,123.6	6,366.9	6,460.1	6,976.3
<b>PAID (CUMULATIVE) AS OF:</b>											
One year later	1,860.7	2,233.8	2,355.5	2,662.1	2,897.4	3,036.9	3,172.0	3,047.0	3,252.3	3,536.5	
Two years later	2,688.9	3,148.1	3,430.6	3,931.0	4,240.4	4,361.4	4,427.8	4,348.4	4,724.0	0	
Three years later	3,084.6	3,642.5	3,999.9	4,584.7	4,856.2	4,966.1	5,031.7	5,007.9	0	0	
Four years later	3,291.6	3,873.0	4,269.6	4,839.1	5,121.9	5,227.5	5,314.7	0	0	0	
Five years later	3,381.7	3,977.1	4,368.6	4,948.7	5,229.0	5,340.1	0	0	0	0	
Six years later	3,416.7	4,012.5	4,419.2	4,995.6	5,282.1	0	0	0	0	0	
Seven years later	3,428.7	4,034.4	4,445.7	5,023.7	0	0	0	0	0	0	
Eight years later	3,440.7	4,047.3	4,459.8	0	0	0	0	0	0	0	
Nine years later	3,449.7	4,054.9	0	0	0	0	0	0	0	0	
Ten years later	3,455.2	0	0	0	0	0	0	0	0	0	
<b>LIABILITY RE-ESTIMATED AS OF:</b>											
One year later	3,576.0	4,237.3	4,592.6	5,066.2	5,443.9	5,688.4	5,796.9	5,803.2	6,124.9	6,482.1	
Two years later	3,520.7	4,103.3	4,485.2	5,130.5	5,469.8	5,593.8	5,702.1	5,647.7	6,074.4	0	
Three years later	3,459.2	4,048.0	4,501.6	5,093.6	5,381.9	5,508.0	5,573.8	5,575.0	0	0	
Four years later	3,457.8	4,070.0	4,471.0	5,046.7	5,336.5	5,442.1	5,538.5	0	0	0	
Five years later	3,475.4	4,073.7	4,475.5	5,054.6	5,342.8	5,452.8	0	0	0	0	
Six years later	3,472.5	4,072.4	4,486.4	5,060.8	5,352.8	0	0	0	0	0	
Seven years later	3,470.1	4,080.5	4,486.3	5,070.2	0	0	0	0	0	0	
Eight years later	3,477.3	4,077.8	4,493.3	0	0	0	0	0	0	0	
Nine years later	3,475.9	4,082.7	0	0	0	0	0	0	0	0	
Ten years later	3,479.8	0	0	0	0	0	0	0	0	0	
<b>NET CUMULATIVE DEVELOPMENT FAVORABLE/ (UNFAVORABLE)</b>	\$ 152.3	\$ 263.7	\$ 455.2	\$ 242.9	\$ 10.8	\$ 202.4	\$ 394.4	\$ 548.6	\$ 292.5	\$ (22.0)	
<b>PERCENTAGE<sup>2</sup></b>	4.2	6.1	9.2	4.6	0.2	3.6	6.6	9.0	4.6	(0.3)	
<b>RE-ESTIMATED LIABILITY FOR UNPAID LOSSES AND LAE - GROSS</b>	\$ 3,756.0	\$ 4,459.6	\$ 4,999.5	\$ 5,675.4	\$ 6,001.3	\$ 6,117.9	\$ 6,203.5	\$ 6,286.4	\$ 6,855.8	\$ 7,296.6	
<b>LESS: RE-ESTIMATED REINSURANCE RECOVERABLES</b>	276.2	376.9	506.2	605.2	648.5	665.1	665.0	711.4	781.4	814.5	

ON UNPAID  
LOSSES

RE-ESTIMATED  
LIABILITY FOR  
UNPAID LOSSES  
AND LAE - NET<sup>1</sup>

\$ 3,479.8	\$ 4,082.7	\$ 4,493.3	\$ 5,070.2	\$ 5,352.8	\$ 5,452.8	\$ 5,538.5	\$ 5,575.0	\$ 6,074.4	\$ 6,482.1
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GROSS  
CUMULATIVE  
DEVELOPMENT:  
FAVORABLE/  
(UNFAVORABLE)

\$ 57.0	\$ 116.7	\$ 286.1	\$ (15.1)	\$ (276.3)	\$ (175.2)	\$ (26.1)	\$ 366.6	\$ 215.2	\$ (50.8)
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<sup>1</sup> Represents loss and LAE reserves net of reinsurance recoverables on net unpaid losses at the balance sheet date.

<sup>2</sup> Cumulative development ÷ liability for unpaid losses and LAE - net.

The above table presents the development of balance sheet liabilities for losses and LAE from 2002 through 2011. The top line of the table shows the estimated liability for unpaid losses and LAE recorded at the balance sheet date for each of the indicated years for the property-casualty insurance subsidiaries only. This liability represents the estimated amount of losses and LAE for claims that were unpaid at the balance sheet date, including IBNR. The table also presents the re-estimated liability for unpaid losses and LAE on a gross and net basis, with separate disclosure of the re-estimated reinsurance recoverables on unpaid losses.

The upper section of the table (labeled Paid (Cumulative) as of: ) shows the cumulative amount paid with respect to the previously recorded liability as of the end of each succeeding year. The lower portion of the table (labeled Liability Re-estimated as of: ) shows the re-estimated amount of the previously recorded liability based on experience as of the end of each succeeding year. The re-estimated amount is the sum of the paid amounts above and the outstanding reserve for occurrences prior to the reserve date. The estimate is increased or decreased as more information about the claims becomes known for individual years. For example, as of December 31, 2012, our insurance subsidiaries had paid \$4,054.9 million of the currently estimated \$4,082.7 million of losses and LAE that had been unpaid at the end of 2003; thus, an estimated \$27.8 million of losses incurred through 2003 remain unpaid as of the current financial statement date.

The Net Cumulative Development represents the aggregate change in the ultimate loss estimate over all prior years. For example, the 2002 liability has developed favorably by \$152.3 million over ten years. That amount has been reflected in income over the ten years and had the largest impact on income in calendar year 2005. The effects on income during the past three years due to changes in estimates of the liabilities for losses and LAE are shown in the reconciliation table on page 9 as the prior years contribution to incurred losses and LAE.

In evaluating this information, note that each cumulative development amount includes the effects of all changes in amounts during the current year for prior periods. For example, the amount of the development related to losses settled in 2012, but incurred in 2009, will be included in the cumulative development amount for years 2009, 2010, and 2011. Conditions and trends that have affected development of the liability in the past may not necessarily occur in the future. Accordingly, it generally is not appropriate to extrapolate future development based on this table.

Our bodily injury severity change was much lower than we expected between 2002 and 2005; thus, the reserve run-off for these years was very favorable following the end of each year, or about 4% to 9% of our original carried amounts. The reserve development for 2006 and 2007 was less than 4% of our original carried reserves. For both 2008 and 2009, we experienced favorable reserve development of more than 6% of our original estimates, which reflects the decreases in severity we experienced in both our personal auto (about 4%) and Commercial Auto (about 6%) businesses through 2012. The favorable development of approximately 5% for 2010 also reflects lower severity estimates for both personal auto and Commercial Auto, but to a lesser extent than the previous two years. In 2011, we experienced very minimal unfavorable development, or less than 0.5% of our original estimate.

Although the detail is not presented in the table on page 11, we also re-estimate the reinsurance recoverables on unpaid losses each year. The top of the table shows the amount of reinsurance recoverables on unpaid losses that we had at the end of the calendar year, while the bottom shows the reserves re-estimated based on development in subsequent years. For example, at December 31, 2011, we estimated our reinsurance recoverables on unpaid losses to be \$785.7 million. During 2012, these reserves developed unfavorably by \$28.8 million, bringing the re-estimated reinsurance recoverables on unpaid losses to \$814.5 million, as shown at the bottom of the table. Over the last ten years, we experienced unfavorable development in our reinsurance recoverables on unpaid losses. This development primarily reflects our claims organization's continuing process of re-evaluating Michigan PIP claims that require lifetime reserve estimates. As a result, we increased both our direct reserves and corresponding reinsurance recoverables, since these claims are reinsured through the Michigan Catastrophic Claims Association (MCCA) state-mandated plan. The MCCA is funded through an assessment that insurance companies collect from policyholders in the state; therefore, our exposure to losses from the failure of this reinsurer is minimal.

The Analysis of Loss and Loss Adjustment Expenses Development table on page 11 is constructed from Schedule P, Part-1, from the Consolidated Annual Statements of Progressive's insurance subsidiaries, as filed with the state insurance departments.

**(d) Financial Information About Geographic Areas**

We operate our businesses throughout the United States; we also sell personal auto physical damage insurance via the Internet in Australia. The amount of Australian revenues and assets is insignificant.

**(e) Available Information**

Our website is located at progressive.com. As soon as reasonably practicable, we make all documents that we file with, or furnish to, the SEC, including our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports, available free of charge via our website at progressive.com/investors. These reports are also available on the SEC's website: <http://www.sec.gov>.

## ITEM 1A. RISK FACTORS

Progressive's business involves various risks and uncertainties, certain of which are discussed in this section. Management divides these risks into four broad categories in assessing how they may affect our financial condition and operating results, as well as our ability to achieve our business objectives:

**Insurance Risks** risks associated with assuming, or indemnifying for, the losses of, or liabilities incurred by, policyholders

**Operating Risks** the risks stemming from external or internal events or circumstances that directly or indirectly may affect our insurance operations

**Market Risks** changes in the value of assets held in our investment portfolios, which might result from a variety of factors impacting the investment marketplace generally, or the sectors, industries, or individual securities in which we have invested, and

**Credit Risks** the risks that a counterparty to a transaction will fail to perform according to the terms of a contract or that we will be unable to obtain capital when necessary or to pay or otherwise satisfy our obligations when due.

Although we have organized risks generally according to these categories in the discussion below, many of the risks may have ramifications in more than one category. For example, although presented as an Operating Risk below, governmental regulation of insurance companies also affects our investing and financing activities, which are addressed separately under Market Risks and Credit Risks below. These categories, therefore, should be viewed as a starting point for understanding the significant risks facing us and not as a limitation on the potential impact of the matters discussed.

It also should be noted that our business and that of other insurers may be adversely affected by a downturn in general economic conditions and other forces beyond our control. Issues such as unemployment rates, the number of vehicles sold, inflation or deflation, consumer confidence, and construction spending, among a host of other factors, will have a bearing on the amount of insurance that is purchased by consumers and small businesses. In addition, other risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. If any such risks or uncertainties, or any of the following risks or uncertainties, develop into actual events, we could experience a materially adverse effect on our business, financial condition, cash flows, or results of operations. In that case, the market price of our common shares or debt securities could decline materially.

This information is not all encompassing and should be considered carefully together with the other information contained in this report and in the other reports and materials filed by us with the Securities and Exchange Commission ( SEC ), as well as news releases and other information we publicly disseminate from time to time.

### I. Insurance Risks

*Our success depends on our ability to underwrite risks accurately and to charge adequate rates to policyholders.*

Our financial condition, cash flows, and results of operations depend on our ability to underwrite and set rates accurately for a full spectrum of risks. A primary role of the pricing function is to ensure that rates are adequate to generate sufficient premiums to pay losses, loss adjustment expenses, and underwriting expenses, and to earn a profit.

Pricing involves the acquisition and analysis of historical accident and loss data, and the projection of future accident trends, loss costs and expenses, and inflation trends, among other factors, for each of our products in multiple risk tiers and many different markets. Our ability to price accurately is subject to a number of risks and uncertainties, including, without limitation:

the availability of sufficient, reliable data

our ability to conduct a complete and accurate analysis of available data

uncertainties inherent in estimates and assumptions, generally

our ability to timely recognize changes in trend and to predict both the severity and frequency of future losses with reasonable accuracy

our ability to predict changes in operating expenses with reasonable accuracy

the development, selection, and application of appropriate rating formulae or other pricing methodologies

our ability to innovate with new pricing strategies, and the success of those strategies

our ability to implement rate changes and obtain any required regulatory approvals on a timely basis

our ability to predict policyholder retention accurately

unanticipated court decisions, legislation, or regulatory action

the frequency and severity of catastrophic events, such as hurricanes, hail storms, other severe weather, and terrorist events

our ability to understand the impact of ongoing changes in our claims settlement practices

changing driving patterns



advancements in vehicle technology and safety features, such as accident prevention technologies or the development of autonomous or partially autonomous vehicles

unexpected changes in the medical sector of the economy, including medical costs and systemic changes resulting from national or state health care laws or regulations, and

unanticipated changes in auto repair costs, auto parts prices, and used car prices.

The realization of one or more of such risks may result in our pricing being based on inadequate or inaccurate data or inappropriate analyses, assumptions, or methodologies, and may cause us to estimate incorrectly future changes in the frequency or severity of claims. As a result, we could underprice risks, which would negatively affect our underwriting profit margins, or we could overprice risks, which could reduce our competitiveness and growth prospects. In either event, our operating results, financial condition, and cash flows could be materially adversely affected. In addition, underpricing insurance policies over time could erode the capital position of one or more of our insurance subsidiaries, thereby constraining our ability to write new business.

***Our success depends on our ability to establish accurate loss reserves.***

Our financial statements include loss reserves, which represent our best estimate of the amounts that the subsidiaries ultimately will pay on claims that have been incurred, and the related costs of adjusting those claims, as of the date of the financial statements. There is inherent uncertainty in the process of establishing property and casualty insurance loss reserves, which can arise from a number of factors, including:

the availability of sufficient, reliable data

the difficulty in predicting the rate and direction of changes in frequency and severity trends, including the effects of future inflation rates, in multiple markets

unexpected changes in medical and auto repair costs

unanticipated changes in governing statutes and regulations

new or changing interpretations of insurance policy provisions and coverage-related issues by courts

the effects of changes in our claims settlement practices

our ability to recognize fraudulent or inflated claims

the accuracy of our estimates regarding claims that have been incurred but not recorded as of the date of the financial statements

the accuracy and adequacy of actuarial techniques and databases used in estimating loss reserves, and

the accuracy and timeliness of estimates of total loss and loss adjustment expenses as determined by our employees for different categories of claims.

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As a result of these and other risks and uncertainties, the ultimate paid losses and loss adjustment expenses may deviate, perhaps substantially, from point-in-time estimates of such losses and expenses, as reflected in the loss reserves included in our financial statements. Consequently, ultimate losses paid could materially exceed reported loss reserves and have a materially adverse effect on our results of operations, liquidity, or financial position. Further information on our loss reserves can be found in the Liability for Property-Casualty Losses and Loss Adjustment Expenses discussion beginning on page 9 of this report, as well as our Report on Loss Reserving Practices, which was filed with the SEC on Form 8-K on August 7, 2012.

***Our insurance operating results may be materially adversely affected by severe weather conditions or other catastrophic events.***

Catastrophes can be caused by natural events, such as hurricanes, tornadoes, windstorms, floods, earthquakes, hailstorms, severe winter weather, and fires, or other events, such as explosions, terrorist attacks, riots, and hazardous material releases. The incidence and severity of such events are inherently unpredictable. Moreover, changing climate conditions, whether due to an increase in average temperatures (global climate change) or other causes, may increase how often severe weather events and other natural disasters occur and how much insured damage they cause.

The extent of insured losses from a catastrophe is a function of both our total net insured exposure in the area affected by the event and the nature and severity of the event. We use catastrophe modeling tools and third-party experts to help estimate our exposures to such events, but those tools and expert opinions are based on historical data and other assumptions that limit their reliability, and they may become even less reliable as climatic conditions change. As a result, our forecasting efforts may generate projections that prove to be materially inaccurate. An increase in the frequency or severity of catastrophes during a given period could materially adversely affect our financial performance, cash flows, and results of operations.

### II. Operating Risks

***We compete in the automobile insurance and other property-casualty markets, which are highly competitive.***

We face vigorous competition from large, well-capitalized national and international companies, as well as smaller regional insurers. Other large national and international insurance or financial services companies also may enter these markets in the future. Many of these companies have substantial resources, experienced management, and strong marketing, underwriting, and

pricing capabilities. The automobile insurance industry is a relatively mature industry, in which brand recognition, marketing skills, operational effectiveness (including, for example, rate and claim-paying accuracy, customer experience, and application of information technology), pricing, scale, and cost control are major competitive factors.

Our business focuses on insurance for personal autos and recreational vehicles and on commercial auto policies for small businesses, all of which are highly competitive markets. If our competitors offer similar insurance products at lower prices, offer such insurance products bundled with other products or services that we do not offer, or engage in other successful competitive initiatives, our ability to generate new business or to retain a sufficient number of our existing customers could be seriously compromised. In addition, due to our focus on the auto insurance market, we may be more sensitive than other insurers to trends that could affect auto insurance coverages and rates over time. For example, if governmental restrictions, economic conditions, demographic trends, changing driving patterns, rising gasoline prices, advancements in vehicle technology or safety features, or other factors, were to result in decreased auto insurance rates for an extended period, the automobile insurance market as a whole could shrink and our ability to generate revenue growth could be significantly impaired.

Historically, the auto insurance industry has been known as a cyclical industry, with periods of relatively strong profitability being followed by increased pricing competition among insurers. This price competition, which is sometimes referred to as a soft market, can adversely affect revenue and profitability levels. Unexpected increases in the insurers' underlying costs (such as vehicle repair costs, medical costs, and the expenses to resolve claims) can reduce profits or result in underwriting losses. As the insurers recognize this situation (which can occur at different times for different companies, as a result of varying loss cost experiences and profitability goals), the historical reaction has been for insurers to raise their rates (sometimes referred to as a hard market) in an attempt to restore profit to acceptable levels. As more insurers react in this way, profit levels in the industry may increase to a point where some insurers begin to lower their rates, starting the cycle over again. In the past, this cycle has generally played out over a number of years. We cannot determine whether such cyclicity is currently impacting the auto insurance market, nor can we predict whether it will do so in the future.

The highly competitive nature of the insurance marketplace could result in the consolidation of our competition, or in the failure of one or more competitors. The concentration of premium volume in a reduced number of major competitors could significantly alter the competitive landscape in ways that cannot be predicted, but which may or may not be favorable for Progressive's business prospects at that time. In addition, in the event of a failure of a major insurer or a state-sponsored catastrophic fund, we could be adversely affected, as our company and other insurance companies may be required under the laws of various jurisdictions to absorb the losses of the failed insurer or fund, and we could be faced with an unexpected surge in new business from a failed insurer's former policyholders, which could strain our service capabilities in the near term.

***Our success depends on the ability to innovate effectively, respond to our competitors' initiatives, and efficiently manage complexity.***

From time to time, we undertake strategic initiatives to maintain and improve our competitive position in auto insurance markets. Based on a culture that encourages innovation, these strategies at times involve significant departures from our, and/or our competitors', then-current or historical modes of doing business, and must be instituted in the context of a complicated regulatory environment. These innovations also may require extensive modifications to our systems and processes, and thus may add to our costs and entail a high degree of complexity and risk, which makes their implementation a challenge. In addition, our efforts may disrupt our relationships with certain of our customers and producers (i.e., agents and brokers). Many of these initiatives are also implemented in cooperation with, or in reliance on, third-party vendors and their systems, which may further limit our control of implementation, quality, customer experiences, and successful outcomes. Our efforts ultimately may not achieve the business goals that we have set. Our ability to develop and implement such strategic initiatives that are accepted and valued by our customers and create a sustainable advantage is critical, however, to maintaining or enhancing our competitive position; if we fail to do so, or if we are unable to maintain the advantage over our competition, our business could be materially adversely affected.

At the same time, innovations by competitors or other market participants may increase the level of competition in the industry. These developments can include product, pricing, or marketing innovations, new or improved services, technological advances, or new modes of doing business that enhance the customer's ability to shop and compare prices from multiple companies, among other initiatives. The growth in mobile communications and the prominence of social media as a source of information for consumers are recent examples of significant developments in the marketplace where we are committing substantial resources. Our ability to react to such advances, develop and maintain winning strategies, and then navigate the new competitive environment is important to our success.

The fast pace of change and innovation in our businesses, combined with ongoing technological, regulatory, and other developments, results in significant levels of complexity in our products and in the systems and processes we use to run our business. This complexity is compounded by the proliferation of patents related to new ways in which vehicle insurance is being marketed, sold, and serviced (e.g., mobile applications), which may result in challenges to certain of our business practices by third parties, including other insurance companies and non-insurance entities, alleging that we are violating their patent rights. Similarly, we may seek or obtain patent protection for innovations developed by us; enforcement of such patent rights through litigation, however, can be time consuming and is inherently uncertain, potentially complicating business plans related to these efforts. The complexity may create barriers to implementing or defending certain new ideas or providing high-quality products



and customer experiences, may require us to modify our business practices, and may lead to the increased possibility of error in executing our business strategies, as well as difficult management decisions regarding the allocation of available resources (such as IT resources) for competing initiatives or projects. If we are unable to manage this complexity effectively, to bring new ideas to market, to allocate and prioritize appropriately our resources, or to prevent errors, our businesses could experience decreased ability to compete effectively for insurance business, poor experiences for customers, substantially increased costs, liability to third parties, regulatory investigations and sanctions, and damage to our brand.

***We must develop and maintain a brand that is recognized and trusted by consumers.***

It is critical to our business that consumers recognize and trust the Progressive brand. We undertake distinctive advertising and marketing campaigns and other efforts to improve brand recognition, generate new business, and increase the retention of our current customers. We believe that improving the effectiveness of our advertising and marketing campaigns relative to those of our competitors is particularly important given the significance of brand and reputation in the marketplace and the continuing high level of advertising and marketing efforts and related expenditures within the automobile insurance market. If our campaigns are unsuccessful or are less effective than those of competitors, or if our reliance on a particular spokesperson or character is compromised, our business could be materially adversely affected.

Our brand could also be adversely affected by incidents that reflect negatively on our company. These situations might include, among others, failing to protect sensitive customer information, systems failures, effects of cyber attacks (such as computer hacking, data theft, system disruption, and viruses and malware), errors in handling a customer's policy, inappropriate handling of claims of policyholders or other parties, misconduct by our officers, directors or employees or others acting on our behalf, inability to service outstanding policies or write new business due to our systems failures or the failure of third-party systems that we use, facility shut-downs or other causes, litigation or regulatory actions challenging our business practices, and actions by our other business partners, including unaffiliated businesses through which we offer bundled products (such as homeowners insurance), and many of the other matters that are discussed in these Risk Factors. Moreover, the negative impacts of these or other events may be aggravated as the perceptions of consumers and others are formed based on modern communication and social media tools over which we have no control.

***Our ability to attract, develop, and retain talented employees, managers, and executives, and to maintain appropriate staffing levels, is critical to our success.***

Our success depends on our ability to attract, develop, compensate, motivate, and retain talented employees, including executives and other key managers. Our loss of certain key officers and employees, or the failure to attract or develop talented executives and managers with diverse backgrounds and experiences, could have a materially adverse effect on our business.

In addition, we must forecast sales and claims volume and other factors in changing business environments (for multiple business units and in many geographic markets) with reasonable accuracy and adjust our hiring and training programs and employment levels accordingly. Our failure to recognize the need for such adjustments, or our failure or inability to react appropriately on a timely basis, could lead either to over-staffing (which would adversely affect our cost structure) or under-staffing (impairing quality and our ability to service our ongoing and new business) in one or more business units or locations. In either such event, our financial results, customer relationships, and brand could be materially adversely affected.

Our success also depends, in large part, on our ability to maintain and improve the staffing effectiveness and employee culture that we have developed over the years. Our ability to do so may be impaired as a result of litigation against us, other judicial decisions, legislation or regulations, or other factors in the employment marketplace. In such events, the productivity of certain of our workers and the efficiency of our operations could be adversely affected, which could lead to an erosion of our operating performance and margins.

***The Progressive Corporation and its insurance subsidiaries are subject to a variety of complex laws and regulations.***

Progressive's insurance businesses operate in highly regulated environments. Our insurance subsidiaries are subject to regulation and supervision by state insurance departments in all 50 states, the District of Columbia, and Australia, each of which has a unique and complex set of laws and regulations. In addition, certain federal laws impose additional requirements on businesses, including insurers, in a wide range of areas such as the use of credit information, privacy, and the reimbursement of certain medical costs incurred by the government. Our insurance subsidiaries' ability to implement business plans and remain competitive while complying with these laws and regulations, and to obtain necessary regulatory action in a timely manner, is and will continue to be critical to our success.

Most jurisdictions impose restrictions on, or require prior regulatory approval of, various actions by regulated insurers, which may adversely affect our insurance subsidiaries' ability to operate, innovate, and obtain necessary rate adjustments in a timely manner. Our compliance efforts are further complicated by changes in laws or regulations applicable to insurance companies, or by court-imposed interpretations of those laws or regulations, such as, in recent years, matters concerning the use of nonpublic consumer information and related privacy issues, the use of

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credit scoring in underwriting, procedures for settling claims with our insureds and claimants, and efforts to freeze, set, or roll back insurance premium rates or limit the rate of return that an insurance company may earn. Insurance laws and regulations may limit, among other things, our insurance subsidiaries' ability to underwrite and price risks accurately, prevent our subsidiaries from obtaining timely rate changes to recognize increased or

decreased costs, restrict our subsidiaries' ability to discontinue unprofitable businesses or exit unprofitable markets, prevent insurers from terminating policies under certain circumstances, prescribe the form and content of certain disclosures and notices to policyholders, and dictate the types of investments that an insurance company may hold. Moreover, inconsistencies between requirements at the state and federal level may further complicate our compliance efforts, potentially resulting in additional costs being imposed on us. In addition, laws in certain jurisdictions mandate that insurance companies pay assessments in a number of circumstances, including assessments to pay claims upon the insolvency of other insurance companies or to cover losses in government-provided insurance programs for high risk auto and homeowners coverages. Compliance with laws and regulations often results in increased costs, which can be substantial, to our insurance subsidiaries. These costs, in turn, may adversely affect our profitability or our ability or desire to grow or operate our business in the applicable jurisdictions.

The actual or alleged failure to comply with this complex variety of laws and regulations by us or other companies in the insurance, financial services, or related industries, also could result in actions or investigations by regulators, state attorneys general, federal officials, or other law enforcement officials. Such actions and investigations, and any determination that we have not complied with an applicable law or regulation, could potentially lead to significant monetary payments, fines and penalties, adverse publicity and damage to our reputation in the marketplace, and in extreme cases, revocation of a subsidiary's authority to do business in one or more jurisdictions. In addition, The Progressive Corporation and its subsidiaries could face individual and class action lawsuits by insureds and other parties for alleged violations of certain of these laws or regulations.

New legislation or regulations may be adopted in the future which could adversely affect our operations or ability to write business profitably in one or more jurisdictions. From time to time, the United States Congress and certain federal agencies investigate the current condition of the insurance industry to determine whether federal regulation is necessary. For example, the Federal Insurance Office (FIO) collects information about the insurance industry and monitors the industry for systemic risk. If the FIO were to recommend to the Financial Stability Oversight Council that Progressive or the insurance industry as a whole is systemically significant, we could be subject to additional regulation, and our businesses could be affected significantly. At this time, we are unable to predict whether any additional federal laws or regulations will be enacted and how and to what extent such laws and regulations would affect our businesses.

Insurance regulation may create risks and uncertainties for Progressive's insurance subsidiaries in other ways as well. For further information on these risks and uncertainties, see the Insurance Regulation discussion beginning on page 5 of this report.

***Our success depends on our ability to adjust claims accurately.***

We must accurately evaluate and pay claims that are made under our insurance policies. Many factors can affect our ability to pay claims accurately, including the training, experience, and skill of our claims representatives, the extent of and our ability to recognize and respond to fraudulent or inflated claims, the claims organization's culture and the effectiveness of its management, our ability to develop or select and implement appropriate procedures, technologies, and systems to support our claims functions, and the success of our concierge level claims services program. Our failure to pay claims fairly, accurately, and in a timely manner, or to deploy claims resources appropriately, could result in unanticipated costs to us, lead to material litigation, undermine customer goodwill and our reputation in the marketplace, and impair our brand image and, as a result, materially adversely affect our competitiveness, financial results, prospects, and liquidity.

***Lawsuits challenging our business practices, and those of our competitors and other companies, are pending and more may be filed in the future.***

The Progressive Corporation and/or its subsidiaries are named as defendants in class action and other lawsuits challenging various aspects of the subsidiaries' business operations. Other such litigation may arise in the future concerning similar or other business practices. These lawsuits include cases alleging damages as a result of our subsidiaries' use of credit in underwriting and related requirements under the U.S. Fair Credit Reporting Act; methods used for evaluating and paying certain bodily injury, personal injury protection, and medical payment claims; other claims handling procedures; challenges to our direct repair program and service center program; interpretations of the provisions of our insurance policies; and policy implementation and renewal procedures, among other matters. From time to time, we also may be involved in litigation or other disputes alleging that certain of our subsidiaries' business practices or systems violate the patent, trademark, or other intellectual property rights of third parties. Additional litigation may be filed against us concerning our employment-related practices, allegations of medical or attorney malpractice, and other general liability causes of action arising from our operations. In addition, lawsuits have been filed, and other lawsuits may be filed in the future, against our competitors and other businesses, and although we are not a party to such litigation, the results of those cases may create additional risks for, and/or impose additional costs, and/or limitations on, our subsidiaries' business operations.

Lawsuits against us often seek significant monetary damages and injunctive relief. The potential for injunctive relief can threaten our use of important business practices, including how vehicles are repaired and other claims are settled. Moreover, the resolution of individual or class action litigation in insurance or related fields may lead to a new layer of court-imposed regulation, resulting in material increases in our costs of doing business.

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Litigation is inherently unpredictable. Except to the extent we have established reserves with respect to particular lawsuits that are currently pending against us, we are unable to predict the effect, if any, that these pending or any future lawsuits may have on our



business, operations, profitability, or financial condition. For further information on pending litigation, see *Note 12 Litigation* in our Annual Report, which is included as Exhibit 13 to this Form 10-K.

***Our business could be materially and adversely affected by a security breach or other attack involving our computer systems or the systems of one or more of our vendors.***

Our business requires that we build and maintain large and complex computer systems to run our operations and to store the significant volume of data that we acquire, including the personal confidential information of our customers and employees and our intellectual property, trade secrets, and other sensitive business and financial information. These systems are subject to attacks by sophisticated third parties with substantial computing resources and capabilities. Such attacks may include, among other things, attempts to gain unauthorized access to:

steal, corrupt, or destroy data

misappropriate funds

disrupt or shut down our systems

deny customers or others access to our systems, or

infect our systems with viruses or malware.

Similarly, an employee, consultant, agent, or other person with legitimate access to our systems may take actions, or be the subject of a security breach or cyber attack, which could result in improper or unauthorized access to our systems, and in the loss, corruption, or theft of our intellectual property or the personal information of our customers or employees.

We also conduct significant business functions and computer operations using the systems of third-party vendors, which may provide software, data storage, and other computer services to us (some of which may be referred to as cloud computing). These third-party systems may experience cyber attacks and other security breaches, along with the possible risk of loss, corruption, or unauthorized publication of Progressive information or the confidential information of our customers and employees. These relationships present further risk management challenges for us, including, among others: confirming and monitoring the third-party's security measures; the potential for improper handling of or access to, or the inability to retrieve, our data; and data location uncertainty and the possibility of data storage in inappropriate jurisdictions, where laws or security measures may be inadequate.

We undertake substantial efforts to protect our systems and sensitive or confidential information. These efforts include internal processes and technological defenses that are preventative or detective, and other controls designed to provide multiple layers of security assurance. Examples include physical security measures, access and password policies, firewalls, systems monitoring, malicious code protection, network and host-based intrusion detection and prevention measures, data loss prevention measures, configuration assurance, data encryption, and event management, as well as third party intrusion vulnerability testing. In addition, we seek to assure the security and confidentiality of information provided to our vendors under cloud computing or other arrangements through appropriate risk evaluation, security and financial due diligence, contracts designed to set and maintain high security and confidentiality standards, and ongoing testing, auditing, and evaluation of third-party compliance with the required standards. While we expend significant resources on these defensive measures, there can be no assurance that we will be successful in preventing attacks or detecting and stopping them once they have begun.

Our business could be significantly damaged by a security breach, data loss or corruption, or cyber attack. In addition to the potentially high costs of investigating and stopping such an event and implementing necessary fixes, we could incur substantial liability if confidential customer information is stolen or if another party's systems are adversely affected. In addition, such an event could cause a significant disruption of our ability to conduct our insurance operations, adversely affect our competitive position if material trade secrets or other confidential information are stolen, and have severe ramifications on our reputation and brand, potentially causing customers to refrain from buying insurance from us or other businesses to refrain from doing business with us. We have elected to self-insure these risks at this time. The occurrence of a security breach, data loss or corruption, or cyber attack, if sufficiently severe, could have a materially adverse effect on our business results, prospects, and liquidity.

We also rely heavily on credit card acceptance for payment of premiums and claims deductibles. Data security standards for merchants and service providers that accept credit card payments are prescribed by the Payment Card Industry Security Standards Council (PCI), an independent body formed by an association of the major credit card vendors. These standards are intended to promote a common set of data security measures that companies accepting credit card payments, such as Progressive, must satisfy with respect to the handling of sensitive information. While the PCI standards set a high bar for data security, compliance with them does not alone ensure that sensitive information will be maintained on a secure basis. In August 2012, an independent organization recognized by PCI for such purposes, recertified Progressive as being in compliance with the current PCI standards. The PCI data security standards, however, will likely evolve over time to address emerging payment security risks and other issues, requiring additional compliance efforts by us and annual recertification of our processes. Our intention is to maintain compliance with PCI's data security standards. The failure to do so could result in contractual fines or disruption of our ability to receive credit card payments.

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***Our business depends on the secure and uninterrupted operation of our facilities, systems, and business functions.***

Our business is highly dependent upon our employees' ability to perform, in an efficient and uninterrupted manner, necessary business functions (such as Internet support and 24-hour call centers), processing new and renewal business, and processing and paying claims and other obligations. Our facilities and systems could become unavailable, inoperable, or otherwise impaired from a variety of causes, including, without limitation, natural events, such as hurricanes, tornadoes, windstorms, earthquakes, severe winter weather and fires, or other events, such as explosions, terrorist attacks, computer security breaches or cyber attacks (as discussed above), riots, hazardous material releases, medical epidemics, utility outages, interruptions of our data processing and storage systems or the systems of third-party vendors, or unavailability of communications facilities. Likewise, we could experience a failure or corruption of one or more of our information technology, telecommunications, or other systems for various reasons, including failures that might occur as existing systems are replaced or upgraded.

The shut-down or unavailability of one or more of our systems or facilities for any reason could significantly impair our ability to perform critical business functions on a timely basis. In addition, because our information technology and telecommunications systems interface with and depend on third-party systems, we could experience service denials if demand for such service exceeds capacity or a third-party system fails or experiences an interruption. If sustained or repeated, such events could result in a deterioration of our ability to write and process new and renewal business, provide customer service, pay claims in a timely manner, or perform other necessary business functions. This could result in a materially adverse effect on our business results, prospects, and liquidity, as well as damage to customer goodwill.

Our business is also highly dependent on access to, and the operation of, the financial markets and related facilities to provide us with the ability to liquidate securities and transfer or receive funds on a timely basis. Disruptions in financial markets, or an interruption or breakdown in the federal wire transfer systems, could limit our ability to meet payment obligations. A mismatch or timing difference between our cash inflows and our cash needs, or the inability to convert investment securities into cash when needed, could also adversely affect our ability to make timely payments.

### III. Market Risks

***The performance of our fixed-income and equity investment portfolios is subject to a variety of investment risks.***

Our investment portfolio is comprised principally of fixed-income securities and common equities. Our fixed-income portfolio is actively managed by our investment group and includes short-term investments, fixed-maturity securities, and preferred stocks. The performance of the fixed-income portfolio is subject to a number of risks, including:

*Interest rate risk* – the risk of adverse changes in the value of fixed-income securities as a result of increases in market interest rates.

*Investment credit risk* – the risk that the value of certain investments may decrease due to a deterioration in the financial condition, operating performance or business prospects of, or the liquidity available to, one or more issuers of those securities or, in the case of asset-backed securities, due to the deterioration of the loans or other assets that underlie the securities, which, in each case, also includes the risk of permanent loss. In the case of governmental issuers, the risk includes the potential for unbalanced budgets, required austerity measures, debt defaults, or other social or political turmoil.

*Concentration risk* – the risk that the portfolio may be too heavily concentrated in the securities of one or more issuers, sectors, or industries, which could result in a significant decrease in the value of the portfolio in the event of a deterioration of the financial condition or performance of, or outlook for, those issuers, sectors, or industries.

*Prepayment or extension risk* (applicable to certain securities in the portfolio, such as residential mortgage-backed securities) the risk that, as interest rates change, the principal of such securities may be repaid earlier than anticipated, or that a security may not be redeemed when anticipated, adversely affecting the value of, or income from, such securities and the portfolio by investing at less attractive rates.

*Liquidity risk* – the risk that we will not be able to convert investment securities into cash on favorable terms and on a timely basis, or that we will not be able to sell them at all, when we desire to do so. Disruptions in the financial markets, or a lack of buyers for the specific securities that we are trying to sell, could prevent us from liquidating securities or cause a reduction in prices to levels that are not

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acceptable to us. Investments in securities that are not publicly traded are illiquid by their nature.

In addition, the success of our investment strategies and asset allocations in the fixed-income portfolio may vary depending on the market environment. The fixed-income portfolio's performance also may be adversely impacted if, among other factors: there is a lack of transparency regarding the underlying businesses of the issuers of the securities that we purchase; credit ratings assigned to such securities by nationally recognized securities rating organizations are based on incomplete or inaccurate information or otherwise prove unwarranted; or our risk mitigation strategies are ineffective for the applicable market conditions.

The common equity portfolio is primarily managed by a third party to track the Russell 1000 Index, with a small portion actively managed by external investment advisory firms. Our equity investments are subject to general movements in the values of equity markets and to the changes in the prices of the securities we hold. An investment portfolio that is designed to track an index, such as the Russell 1000, or that follows a specific investment discipline, such as value investing, does not reduce the risks inherent in equity investing and is not necessarily less risky than other equity investment strategies. Equity markets, sectors, industries, and individual securities may be subject to high volatility and to long periods of depressed or declining valuations, and also may be

subject to some of the same risks that affect our fixed-income portfolio, as discussed above. For example, a rapid rise in interest rates may cause equity prices to fall, particularly those of interest-sensitive companies. In addition, even though the Russell 1000 Index is broadly diversified, significant portions of the index may be concentrated in one or more sectors, such as the financial services industry, which may adversely affect the performance of our common equity portfolio if such a sector underperforms. A decline in the aggregate value of the equities that make up the index would be expected to result in a commensurate decline both in the value of our common equity portfolio and in our capital. Likewise, the actively managed equity portfolio will be subject to risks arising from the investment decisions of the investment advisors, including sector or industry concentrations, lack of geographic diversification, and the performance of individual issuers.

Both the fixed-income and the common equity portfolios are also subject to risks inherent in the nation's and world's capital markets. The functioning of those markets, the values of the investments we hold, and our ability to liquidate them when desired may be adversely affected if those markets are disrupted or otherwise affected by significant negative factors, including, without limitation:

local, national, or international events, such as regulatory changes, power outages, system failures, wars, or terrorist attacks

a recession, depression, political or social upheaval, or other development in either the U.S. or other economies that adversely affects the value of securities held in our portfolios

financial weakness or failure of one or more financial institutions that play a prominent role in securities markets or act as a counterparty for various financial instruments, such as derivative transactions, which could further disrupt the markets or cause us to incur losses if counterparties to one or more of our transactions should default

inactive markets for specific kinds of securities, or for the securities of certain issuers or in certain sectors, which could result in decreased valuations and impact our ability to sell a specific security or a group of securities at a reasonable price when desired

the failure, or perceived failure, of governmental attempts to stabilize their budgets or economies through austerity programs, tax increases or other measures, to stabilize specific companies or groups of companies through capital injections, to shore up markets, or otherwise to spur economic recovery or growth, or the failure or refusal of a government to engage in such efforts

investor fear, whether substantiated or not, causing the market to react irrationally

a significant change in inflation expectations, or the onset of deflation or stagflation

a default on sovereign debt, or the perception that such a default is likely, and

a significant devaluation of governmental or private sector credit, currencies or financial markets, or other factors or events.

If the fixed-income or equity portfolios, or both, were to suffer a substantial decrease in value due to market, sector, or issuer-specific conditions, our liquidity, financial position, and financial results could be materially adversely affected. Under these circumstances, our income from these investments could be materially reduced, and declines in the value of certain securities could further reduce our reported earnings and capital levels. A decrease in value of an insurance subsidiary's investment portfolio could also put the subsidiary at risk of failing to satisfy regulatory minimum capital requirements and could limit the subsidiary's ability to write new business. If we, at that time, are unable to supplement the subsidiary's capital from The Progressive Corporation's other assets or by issuing debt or equity securities on acceptable terms, our business could be materially adversely affected.

See *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report, which is included as Exhibit 13 to this Form 10-K, for additional discussion of the composition of our investment portfolio as of December 31, 2012, and of the

market risk associated with our investment portfolio.

IV. Credit Risks

***Our financial condition may be adversely affected if one or more parties with which we enter into significant contracts become insolvent, experience other financial difficulties, or default in the performance of contractual obligations.***

Our business is dependent on the performance by third parties of their responsibilities under various contractual or service arrangements. These include, for example, contracts for the acquisition of goods and services (such as telecommunications and information technology facilities, equipment and support, and other systems and services that are integral to our operations), agreements with other insurance carriers to bundle products that we do not offer, and arrangements for transferring certain of our risks (including reinsurance used by us in connection with certain of our insurance products and our corporate insurance policies). In addition, from time to time, we enter into significant financial transactions, such as derivative instruments, with major banks or other financial institutions. If one or more of these parties were to default in the performance of their obligations under their respective contracts or determine to abandon or terminate support for a system, product, or service that is significant to our business, we could suffer significant financial losses and operational interruptions or other problems, which could in turn adversely affect our financial performance, cash flows, or results of operations and cause damage to our brand and reputation.

***Our insurance subsidiaries may be limited in the amount of dividends that they can pay to the holding company, which in turn may limit the holding company's ability to pay dividends to shareholders, repurchase its securities, repay indebtedness, or make capital contributions to its other subsidiaries or affiliates.***

The Progressive Corporation is a holding company with no business operations of its own. Consequently, if its subsidiaries are unable to pay dividends or make other distributions to The Progressive Corporation, or are able to pay only limited amounts, Progressive may be unable to pay dividends to shareholders, make payments on its indebtedness, meet its other obligations, repurchase its common shares or other securities, or make capital contributions to or otherwise fund its subsidiaries or affiliates. Each insurance subsidiary's ability to pay dividends to the holding company may be limited by one or more of the following factors:

Insurance regulatory authorities require insurance companies to maintain specified minimum levels of statutory capital and surplus

Insurance regulations restrict the amounts available for distribution based on either net income or surplus of the insurance company

Competitive pressures require our insurance subsidiaries to maintain high financial strength ratings, or

In certain jurisdictions, prior approval must be obtained from regulatory authorities for the insurance subsidiaries to pay dividends or make other distributions to affiliated entities, including the parent holding company.

Further information on insurance laws and regulations that may limit the ability of our insurance subsidiaries to pay dividends can be found in Item 5(c), Dividends, of this report.

***If we fail to maintain sufficient capital to support our business, our financial condition and our ability to grow could be adversely affected.***

We intend to maintain capital levels as necessary to pay all claims and other business expenses, to meet regulatory requirements, to support the growth of our insurance businesses, to provide for additional protection against possible large, unexpected losses, and to provide the necessary resources to pay dividends, repurchase stock or other securities, and fund corporate opportunities. The appropriate level of capital at any time is estimated by management based, in part, on current and anticipated business results and growth prospects, and projections of the levels of capital needed to protect us against unexpected events within a confidence level determined through our risk management process. The amount of capital that we seek to maintain also is driven by our assessment of potential exposures and correlations to our underwriting, investing, and operating risks, including those discussed in these Risk Factors. The estimates for unexpected events are internally produced and are the result of extensive analysis and modeling of the types and magnitude of risks that we are likely to face. While we regularly implement new measures to improve our techniques for estimating our capital needs, our ability to predict accurately the nature, size, and scope of unexpected events is inherently uncertain.

The amount of capital that we hold at any given time is determined by regulatory requirements and the performance of our insurance operations and investment results (including investment income, valuation changes in our portfolio, and the realization of any deferred tax benefits), as well as by our capital management activities, such as the payment of cash dividends, repurchases of our common shares and debt securities, the establishment of credit lines, and the issuance by us of debt, equity, or other securities. If we experience losses in our insurance operations or from our investment portfolio, our capital levels may be reduced, perhaps significantly. If our capital level falls lower than the amount needed at a given time, our ability to grow and successfully operate the insurance business could be constrained until additional sources of capital are secured. Such a deterioration of our financial condition could adversely affect the perception of our company by insurance regulators and other third parties (such as rating agencies, underwriters, institutional and other investors, and consumers), potentially resulting in regulatory actions or our inability to gain access to debt or equity markets at favorable rates, and the price of our common shares or debt securities could fall significantly.

In addition, the recoverability of certain of our deferred tax assets is predicated on the market valuation of our invested assets and certain tax planning strategies that, in part, depend on the substantial recovery to original cost of our fixed-income securities and redeemable preferred stocks. Should fair values of such securities decline or not substantially recover in value, a valuation allowance against the related deferred tax assets may become necessary, which would reduce our capital levels.

***Our access to capital markets, ability to enter into new or renew existing financing arrangements, obligations to post collateral under certain derivative contracts, and business operations are dependent on favorable evaluations and ratings by credit and other rating agencies.***

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Our credit and financial strength are evaluated and rated by various rating agencies, such as Standard & Poor's, Moody's Investors Service, Fitch Ratings, and A.M. Best. Progressive and its insurance subsidiaries currently enjoy favorable, stable ratings. Downgrades in our credit ratings could adversely affect our ability to access the capital markets and/or lead to increased borrowing costs in the future (although the interest rates we pay on our current indebtedness would not be affected), as would adverse recommendations by equity analysts at the various brokerage houses and investment firms. Perceptions of our company by investors, producers, other businesses, and consumers could also be significantly impaired. In addition, a downgrade could trigger contractual obligations in certain derivative transactions requiring us to post substantial amounts of collateral, in cash or high-grade assets, for the benefit of the other party to the transaction. Downgrades in the ratings of our insurance subsidiaries



could likewise negatively impact our operations, potentially resulting in lower or negative premium growth. In any such event, our financial performance could be materially adversely affected.

***The Progressive Corporation's annual dividend policy will result in a variable payment to shareholders each year, or no payment in some years, and the dividend program ultimately may be changed in the discretion of the Board of Directors.***

We have previously announced our intention to pay a dividend to shareholders on an annual basis under a formula that multiplies our annual after-tax underwriting income by a percentage factor set by the Board of Directors (33-1/3% for 2012 and 2013) and then by the Gainshare factor (determined under our employee Gainsharing (cash bonus) plans based on the operating performance of our principal insurance businesses). If our Gainshare factor for the year is zero or after-tax comprehensive income (which includes net investment income, realized investment gains and losses, and the change in unrealized investment gains and losses) is less than after-tax underwriting income, no dividend will be paid under our annual variable dividend policy.

Because the dividend calculation is performance-based, the amount (if any) to be paid in any particular year may not be subject to accurate prediction and will likely vary, perhaps significantly, from the amounts paid in the preceding year(s). As a result, the amount paid may be inconsistent with some shareholders' expectations. In addition, although we have announced our intent to repeat the annual dividend in 2013 (to be paid early in 2014), the dividend, if any, would not be declared by the Board until late 2013 or early 2014, and the Board retains the discretion, at any time, to alter our policy or not to pay the annual dividend for 2013 or future years. Such an action by the Board could result from, among other reasons, changes in the insurance marketplace, changes in our performance or capital needs, changes in U.S. federal income tax laws, disruptions of national or international capital markets, or other events affecting our liquidity or financial position as described above under Investing Risks. Any such change could adversely affect investors' perceptions of the company and the value of, or the total return of an investment in, our common shares or debt securities.

***We do not manage to short-term earnings expectations; our goal is to maximize the long-term value of the enterprise, which at times may adversely affect short-term results.***

We believe that shareholder value will be increased in the long run if we meet or exceed the financial goals and policies that we establish each year. We do not manage our business to maximize short-term stock performance or the amount of the dividend that may be paid under our annual variable dividend policy or otherwise. We report earnings and other operating results on a monthly basis. We also do not provide earnings estimates to the market and do not comment on earnings estimates by analysts. As a result, our reported results for a particular period may vary, perhaps significantly, from investors' expectations, which could result in significant volatility in the price of our common shares or debt securities.

In addition, due to our focus on the long-term value of the enterprise, we may undertake business strategies and establish related financial goals for a specific year that are designed to enhance our longer-term performance, while understanding that such strategies may not always similarly benefit short-term results, such as our annual underwriting profit or earnings per share. Such strategies, for example, may involve a reduction in premiums for certain products or customers, or increases in advertising spend, to support growth or enhance retention of current customers. Consequently, these strategies may adversely affect short-term performance or the amount of our variable dividend for a given year, and may result in additional volatility in the price of our common shares or debt securities.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

We currently do not have any unresolved comments from the SEC staff.

**ITEM 2. PROPERTIES**

All of our properties are owned or leased by subsidiaries of The Progressive Corporation and are used for office functions (corporate, claims, and business unit), as call centers, for training, for warehouse space, or as service centers that provide our concierge level of claims service.

We own 73 buildings located throughout the United States. These facilities, which contain approximately 4.2 million square feet of space, are not segregated by industry segment. In addition to our corporate headquarters and another office complex and call center in Mayfield Village, Ohio, we own significant locations in Colorado Springs, Colorado; Tampa, Florida; and Tempe, Arizona.

We lease approximately 2.7 million square feet of space throughout the United States and one location in Australia. These leases are generally short-term to medium-term leases of commercial space.

**ITEM 3. LEGAL PROCEEDINGS**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**EXECUTIVE OFFICERS OF THE REGISTRANT**

Incorporated by reference from information with respect to executive officers of The Progressive Corporation and its subsidiaries set forth in Item 10 in Part III of this Form 10-K.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****(a) Market Information**

Progressive's Common Shares, \$1.00 par value, are traded on the New York Stock Exchange under the symbol PGR. The high and low prices set forth below are as reported on the consolidated transaction reporting system.

Year	Quarter	High	Low	Close	Dividends Declared Per Share
2012	1	\$ 23.37	\$ 19.01	\$ 23.18	\$ 0
	2	23.41	20.22	20.83	0
	3	21.28	19.17	20.74	0
	4	23.19	20.68	21.10	1.2845
		\$ 23.41	\$ 19.01	\$ 21.10	\$ 1.2845
2011	1	\$ 21.24	\$ 19.12	\$ 21.13	\$ 0
	2	22.08	19.79	21.38	0
	3	21.66	16.88	17.76	0
	4	19.74	16.97	19.51	.4072
		\$ 22.08	\$ 16.88	\$ 19.51	\$ .4072

The closing price of our common shares on January 31, 2013, was \$22.49.

**(b) Holders**

We had 3,114 shareholders of record on December 31, 2012.

**(c) Dividends**

Progressive maintains a policy of paying an annual variable dividend that, if declared, would be payable shortly after the close of the year. This annual variable dividend is based on a target percentage of after-tax underwriting income multiplied by a companywide performance factor ( Gainshare factor ), subject to the limitations discussed below. The target percentage is determined by our Board of Directors on an annual basis and announced to shareholders and the public. The Board determined the target percentage to be 33-1/3% for both 2012 and 2011 and 25% for 2010. This target will remain at 33-1/3% for 2013. The Gainshare factor can range from zero to two and is determined by comparing our operating performance for the year to certain predetermined profitability and growth objectives approved by the Compensation Committee of the Board. This Gainshare factor is also used in the variable cash incentive program currently in place for our employees (referred to as our Gainsharing program ). Although recalibrated every year, the structure of the Gainsharing program generally remains the same. Our annual variable dividend program is subject to certain limitations. If the Gainshare factor is zero or if comprehensive income is less than after-tax underwriting income, no dividend will be paid.

Although it is our intent to calculate an annual dividend based on the formula outlined above, the Board could decide to alter our policy, or not to pay the annual dividend for 2013 or future years, at any time prior to the declaration of the dividend for the year. Such an action by the Board could result from, among other reasons, changes in the insurance marketplace, changes in our performance or capital needs, changes in federal income tax laws, disruptions of national or international capital markets, or other events affecting our business, liquidity, or financial position. In December 2012, the Board of Directors declared an annual dividend, which was paid in February 2013 to shareholders of record at the close of business on January 25, 2013. The amount of the dividend was \$.2845 per common share, or \$172.0 million. The 2011 annual dividend was declared by the Board in December 2011 and paid to shareholders in February 2012; the total amount of dividends was \$249.4 million, or \$.4072 per common share. The 2010 annual dividend was declared by the Board in December 2010 and paid to shareholders in February 2011; the total

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amount of dividends was \$263.8 million, or \$.3987 per common share.

In addition to the annual variable dividend, in November 2012 and October 2010, we returned \$604.7 million and \$663.2 million, respectively, to shareholders via special cash dividends of \$1.00 per share each.

Consolidated statutory surplus was \$5.6 billion on December 31, 2012, and \$5.3 billion on December 31, 2011. At December 31, 2012, \$501.9 million of consolidated statutory surplus represented net admitted assets of Progressive's insurance subsidiaries and affiliate that are required to meet minimum statutory surplus requirements in such entities' states of domicile. Generally, the net admitted assets of insurance companies that, subject to other applicable insurance laws and regulations, are available for transfer to the parent company cannot include the net admitted assets required to meet the minimum statutory surplus requirements of the states where the companies are licensed. The companies may be licensed in states other than their states of domicile, however, which may have higher minimum statutory surplus requirements. Based on the dividend laws currently in effect, the insurance subsidiaries could pay aggregate dividends of \$975.5 million in 2013 without prior approval from regulatory authorities, provided the dividend payments are not made within 12 months of previous dividends paid by the applicable subsidiary.

#### (d) Securities Authorized for Issuance Under Equity Compensation Plans

The following information is set forth with respect to our equity compensation plans at December 31, 2012.

<b>EQUITY COMPENSATION PLAN INFORMATION</b>			
<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans</b>
<b>Equity compensation plans approved by security holders:</b>			
<u>Employee Plans:</u>			
2010 Equity Incentive Plan	4,805,164 <sup>1</sup>	NM	13,186,558
2003 Incentive Plan <sup>2</sup>	2,856,110 <sup>1</sup>	NM	2,438,119
<b>Subtotal Employee Plans</b>	<b>7,661,274</b>	<b>NM</b>	<b>15,624,677</b>
<u>Director Plans:</u>			
2003 Directors Equity Incentive Plan	0	\$ 0	570,138
<b>Subtotal Director Plans</b>	<b>0</b>	<b>\$ 0</b>	<b>570,138</b>
<b>Equity compensation plans not approved by security holders:</b>			
None			
<b>Total</b>	<b>7,661,274</b>	<b>NM</b>	<b>16,194,815</b>

NM = Not meaningful since restricted stock unit awards do not have an exercise price.

<sup>1</sup> Represents restricted stock unit awards, including reinvested dividend equivalents, under which, upon vesting, the holder has the right to receive common shares on a one-to-one basis; there is no exercise price associated with restricted stock unit awards. Performance-based restricted stock units, including dividend equivalents, of 1,945,808, are included under the 2010 Equity Incentive Plan at their target value. The actual number that will vest can range from 0 to 200% of target, or from 0 to 3,891,616 units. For further discussion of these awards, see *Note 9 Employee Benefit Plans* in our Annual Report, which is included as Exhibit 13 to this Form 10-K.

<sup>2</sup> This plan expired on January 31, 2013 and no further awards can be made thereunder; however, dividend equivalents will still be issued on awards made prior to expiration. This plan does not have any performance-based awards currently outstanding that can vest at greater than their target values.

#### (e) Performance Graph

Incorporated by reference from the *Performance Graph* section in our Annual Report, which is included as Exhibit 13 to this Form 10-K.

#### (f) Recent Sales of Unregistered Securities

None.

**(g) Share Repurchases****ISSUER PURCHASES OF EQUITY SECURITIES**

2012 Calendar Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares	Maximum Number of Shares
			Purchased as Part of Publicly Announced Plans or Programs	That May Yet Be Purchased Under the Plans or Programs
October	0	\$ 0	32,731,173	42,268,827
November	0	0	32,731,173	42,268,827
December	194,846	20.94	32,926,019	42,073,981
Total	194,846	\$ 20.94		

In June 2011, the Board approved an authorization to repurchase up to 75 million of our common shares; this Board authorization does not have an expiration date. Shares repurchased under this authorization may be accomplished through open market purchases or otherwise, and may include trading plans entered into with one or more brokerage firms in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. During the fourth quarter, all repurchases were accomplished through the open market or in conjunction with our incentive compensation plans at the then-current market prices.

Progressive's financial policies state that we will repurchase shares to neutralize dilution from equity-based compensation in the year of issuance and as an option to return underleveraged capital to investors. See *Note 9 - Employee Benefit Plans, Incentive Compensation Plans* in our Annual Report, which is included as Exhibit 13 to this Form 10-K, for a summary of our restricted equity grants.

**ITEM 6. SELECTED FINANCIAL DATA**

(millions - except per share amounts)

	2012	For the years ended December 31,			
		2011	2010	2009	2008
Total revenues <sup>1</sup>	\$ 17,083.9	\$ 15,774.6	\$ 15,215.5	\$ 14,791.1	\$ 13,049.0
Net income (loss)	902.3	1,015.5	1,068.3	1,057.5	(70.0)
Per share:					
Net income (loss) <sup>2</sup>	1.48	1.59	1.61	1.57	(.10)
Dividends	1.2845	.4072	1.3987	.1613	0
Comprehensive income (loss)	1,080.8	924.3	1,398.8	1,752.2	(614.7)
Total assets	22,694.7	21,844.8	21,150.3	20,049.3	18,250.5
Debt outstanding	2,063.1	2,442.1	1,958.2	2,177.2	2,175.5

<sup>1</sup> Revenues for 2008 through 2011 have been revised to conform to the 2012 presentation. See the *Revision* section of *Note 1 Reporting and Accounting Policies* in our Annual Report, which is included as Exhibit 13 to this Form 10-K for further information.

<sup>2</sup> For 2008, amount represents basic earnings per share, since diluted earnings per share was antidilutive due to the net loss for the year.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Incorporated by reference from *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report, which is included as Exhibit 13 to this Form 10-K.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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The quantitative and qualitative disclosures about market risk are incorporated by reference from section IV. Results of Operations – Investments in our *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, as described in Item 7 above. Additional information is incorporated by reference from the *Quantitative Market Risk Disclosures* section in our Annual Report, which is included as Exhibit 13 to this Form 10-K.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The Consolidated Financial Statements of Progressive, along with the related notes, supplementary data, and report of the independent registered public accounting firm, are incorporated by reference from our Annual Report, which is included as Exhibit 13 to this Form 10-K.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

Progressive, under the direction of the Chief Executive Officer and the Chief Financial Officer, has established disclosure controls and procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. The disclosure controls and procedures are also intended to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

The Chief Executive Officer and the Chief Financial Officer reviewed and evaluated Progressive's disclosure controls and procedures as of the end of the period covered by this report. Based on that review and evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that Progressive's disclosure controls and procedures are effectively serving the stated purposes as of the end of the period covered by this report.

*Management's Report on Internal Control over Financial Reporting* is incorporated by reference from our Annual Report, which is included as Exhibit 13 to this Form 10-K.

The attestation of the independent registered public accounting firm is incorporated by reference from our Annual Report, which is included as Exhibit 13 to this Form 10-K.

There has been no change in Progressive's internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information relating to all of the directors, and the individuals who have been nominated for election as directors at the 2013 Annual Meeting of Shareholders of the Registrant, is incorporated herein by reference from the section entitled "Item 1: Election of Directors" in the Proxy Statement.

Information relating to executive officers of Progressive follows. Unless otherwise indicated, the executive officer has held the position(s) indicated for at least the last five years.

Name	Age	Offices Held and Last Five Years	Business Experience
Glenn M. Renwick	57	President and Chief Executive Officer	
Brian C. Domeck	53	Vice President and Chief Financial Officer	
Charles E. Jarrett	55	Vice President, Secretary, and Chief Legal Officer	
Thomas A. King	53	Vice President and Treasurer	
Jeffrey W. Basch	54	Vice President and Chief Accounting Officer	
John A. Barbagallo	53	Commercial Lines Group President, including Agency Operations	
M. Jeffrey Charney	53	Chief Marketing Officer since November 2010; Senior Vice President and Chief Marketing Officer of Aflac Incorporated from November 2008 to October 2010; Senior Vice President and Chief Marketing Officer of QVC, Inc. prior to November 2008	
William M. Cody	50	Chief Investment Officer	
Susan Patricia Griffith	48	Claims Group President since March 2008; Chief Human Resource Officer prior to March 2008	
Valerie Krasowski	47	Chief Human Resource Officer since August 2008; Special Lines General Manager prior to August 2008	
John P. Sauerland	48	Personal Lines Group President	
Raymond M. Voelker	49	Chief Information Officer	

*Section 16(a) Beneficial Ownership Reporting Compliance.* Incorporated by reference from the Section 16(a) Beneficial Ownership Reporting Compliance section of the Proxy Statement.

*Code of Ethics.* Progressive has a Code of Ethics for the Chief Executive Officer, Chief Financial Officer, and other senior financial officers. This Code of Ethics is available at: [progressive.com/governance](http://progressive.com/governance). We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, and waivers from, the provisions of the foregoing Code of Ethics by posting such information on our Internet website at: [progressive.com/governance](http://progressive.com/governance).

*Shareholder-Proposed Candidate Procedures.* There were no material changes to Progressive's shareholder-proposed candidate procedures during 2012. The description of those procedures is incorporated by reference from the Shareholder-Proposed Candidate Procedures section of the Proxy Statement (which can be found in Other Board of Directors Information ).

*Audit Committee.* Incorporated by reference from the Audit Committee section of the Proxy Statement.

*Financial Expert.* Incorporated by reference from the Audit Committee Financial Experts section of the Proxy Statement (which can be found in Audit Committee ).

#### **ITEM 11. EXECUTIVE COMPENSATION**

Incorporated by reference from the sections of the Proxy Statement entitled Compensation Discussion and Analysis, Executive Compensation, Other Board of Directors Information: Compensation Committee Interlocks and Insider Participation, and Compensation Committee Report.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Incorporated by reference from the section of the Proxy Statement entitled Security Ownership of Certain Beneficial Owners and Management.

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Incorporated by reference from the section of the Proxy Statement entitled Other Board of Directors Information, subsections Board of Directors Independence Determinations and Certain Relationships and Related Transactions.

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Incorporated by reference from the section of the Proxy Statement entitled Other Independent Registered Public Accounting Firm Information.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**(a)(1) Listing of Financial Statements**

The following consolidated financial statements included in Progressive's 2012 Annual Report, which is included as Exhibit 13 to this Form 10-K, are incorporated by reference in Item 8:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Comprehensive Income - For the Years Ended December 31, 2012, 2011, and 2010

Consolidated Balance Sheets - December 31, 2012 and 2011

Consolidated Statements of Changes in Shareholders' Equity - For the Years Ended December 31, 2012, 2011, and 2010

Consolidated Statements of Cash Flows - For the Years Ended December 31, 2012, 2011, and 2010

Notes to Consolidated Financial Statements

Supplemental Information (Unaudited)

**(a)(2) Listing of Financial Statement Schedules**

The following financial statement schedules, Report of Independent Registered Public Accounting Firm and Consent of Independent Registered Public Accounting Firm are included in Item 15(c):

Schedule I - Summary of Investments - Other than Investments in Related Parties

Schedule II - Condensed Financial Information of Registrant

Schedule III - Supplementary Insurance Information

Schedule IV - Reinsurance

Schedule VI - Supplemental Information Concerning Property-Casualty Insurance Operations

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Report of Independent Registered Public Accounting Firm on Financial Statement Schedules

Consent of Independent Registered Public Accounting Firm

No other schedules are required to be filed herewith pursuant to Article 7 of Regulation S-X.

### **(a)(3) Listing of Exhibits**

See exhibit index contained herein beginning at page 43. Management contracts and compensatory plans and arrangements are identified in the Exhibit Index as Exhibit Nos. 10.4 through 10.73.

### **(b) Exhibits**

The exhibits in response to this portion of Item 15 are submitted concurrently with this report.

### **(c) Financial Statement Schedules**

**SCHEDULE I SUMMARY OF INVESTMENTS OTHER THAN INVESTMENTS IN RELATED PARTIES****THE PROGRESSIVE CORPORATION AND SUBSIDIARIES**

(millions)

Type of Investment	December 31, 2012		Amount At Which Shown In The Balance Sheet
	Cost	Fair Value	
<b>Available-for-sale</b>			
Fixed maturities:			
Bonds:			
United States Government and government agencies and authorities	\$ 2,806.4	\$ 2,896.5	\$ 2,896.5
States, municipalities, and political subdivisions	1,914.4	1,964.4	1,964.4
Public utilities	48.0	48.4	48.4
Corporate and other debt securities	2,934.9	3,064.6	3,064.6
Asset-backed securities	3,313.3	3,425.5	3,425.5
Redeemable preferred stocks	356.9	374.7	374.7
Total fixed maturities	11,373.9	11,774.1	11,774.1
Equity securities:			
Common stocks:			
Public utilities	102.0	134.1	134.1
Banks, trusts, and insurance companies	199.2	260.1	260.1
Industrial, miscellaneous, and all other	1,069.1	1,504.8	1,504.8
Nonredeemable preferred stocks	404.0	812.4	812.4
Total equity securities	1,774.3	2,711.4	2,711.4
Short-term investments <sup>1</sup>	1,990.0	1,990.0	1,990.0
Total investments	\$ 15,138.2	\$ 16,475.5	\$ 16,475.5

<sup>1</sup> Includes \$21.9 million in treasury bills issued by the Australian government.

Progressive did not have any securities of any one issuer with an aggregate cost or fair value exceeding 10% of total shareholders' equity at December 31, 2012.

**SCHEDULE II CONDENSED FINANCIAL INFORMATION OF REGISTRANT****CONDENSED STATEMENTS OF COMPREHENSIVE INCOME****THE PROGRESSIVE CORPORATION (PARENT COMPANY)**

(millions)

	<b>Years Ended December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Revenues</b>			
Dividends from subsidiaries	\$ 782.3	\$ 875.3	\$ 1,216.2
Undistributed income (loss) from subsidiaries	193.1	225.7	(73.5)
Equity in net income of subsidiaries*	975.4	1,101.0	1,142.7
Intercompany investment income*	6.1	5.6	6.6
Gains (losses) on extinguishment of debt	(1.8)	(.1)	6.4
<b>Total revenues</b>	<b>979.7</b>	<b>1,106.5</b>	<b>1,155.7</b>
<b>Expenses</b>			
Interest expense	126.3	138.0	139.5
Deferred compensation <sup>1</sup>	5.5	.4	4.3
Other operating costs and expenses	3.7	4.7	3.9
<b>Total expenses</b>	<b>135.5</b>	<b>143.1</b>	<b>147.7</b>
<b>Income before income taxes</b>	<b>844.2</b>	<b>963.4</b>	<b>1,008.0</b>
Provision (benefit) for income taxes	(58.1)	(52.1)	(60.3)
<b>Net income</b>	<b>\$ 902.3</b>	<b>\$ 1,015.5</b>	<b>\$ 1,068.3</b>