

PROGRESSIVE CORP/OH/
Form 3
May 31, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Silva Brian A	(Month/Day/Year)	PROGRESSIVE CORP/OH/ [PGR]
(Last) (First) (Middle)	05/22/2006	
6300 WILSON MILLS ROAD		4. Relationship of Reporting Person(s) to Issuer
(Street)		(Check all applicable)
		☐ Director ☐ 10% Owner ☒ Officer ☐ Other (give title below) (specify below) Commercial Group President
MAYFIELD		5. If Amendment, Date Original Filed(Month/Day/Year)
VILLAGE,Â OHÂ 44143		6. Individual or Joint/Group Filing(Check Applicable Line)
(City) (State) (Zip)		☒ Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	28,020 ⁽¹⁾	D	Â
Common	2,383.412	I	401(k) Plan

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Option	01/01/2006	12/31/2010	Common	8,844 ⁽²⁾	\$ 7.6666	D	Â
Employee Option	01/01/2006	12/31/2011	Common	5,040 ⁽²⁾	\$ 13.0116	D	Â
Employee Option	01/01/2007	12/31/2011	Common	5,040 ⁽²⁾	\$ 13.0116	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silva Brian A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Â	Â	Â Commercial Group President	Â

Signatures

David M. Coffey, by Power of Attorney

05/31/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 26,648 shares of Restricted Stock previously granted to the Reporting Person pursuant to The Progressive Corporation 2003 Incentive Plan.
- (2) All Derivative Security balances and exercise prices reported herein have been adjusted to reflect a 4-for-1 stock split, which was effected in the form of a stock dividend paid on May 18, 2006 to shareholders of record on May 8, 2006. All such balances and exercise prices reported by the Reporting Person in the future will likewise be adjusted to reflect the stock split.

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Remarks:

Power of Attorney is attached (EX-24)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.