

BASCH JEFFREY W
Form 4
April 19, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BASCH JEFFREY W

(Last) (First) (Middle)

6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

PROGRESSIVE CORP/OH/ [PGR]

3. Date of Earliest Transaction
(Month/Day/Year)

04/17/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Vice Pres.& Chief / Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common	04/17/2007		M		5,000	A \$ 11.8333	73,667	D
Common	04/17/2007		M		12,000	A \$ 4.8072	85,667	D
Common	04/17/2007		S		400	D \$ 23.29	85,267	D
Common	04/17/2007		S		200	D \$ 23.3	85,067	D
Common	04/17/2007		S		5,800	D \$ 23.31	79,267	D
Common	04/17/2007		S		1,900	D \$ 23.32	77,367	D
Common	04/17/2007		S		1,700	D \$ 23.33	75,667	D
Common	04/17/2007		S		400	D \$ 23.34	75,267	D

Edgar Filing: BASCH JEFFREY W - Form 4

Common	04/17/2007	S	1,600	D	\$ 23.35	73,667	D	
Common	04/17/2007	S	4,300	D	\$ 23.36	69,367	D	
Common	04/17/2007	S	700	D	\$ 23.37	68,667	D	
Common						2,270.375	I	401(k) Plan

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

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.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Amount or Number of Shares
Employee Option	\$ 4.8072	04/17/2007		M		8,436	01/01/2003 12/31/2009	Common 8,436
Employee Option	\$ 11.8333	04/17/2007		M		5,000	01/01/2004 12/31/2008	Common 5,000
Employee Option	\$ 4.8072	04/17/2007		M		3,564	01/01/2004 12/31/2009	Common 3,564

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BASCH JEFFREY W 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	Vice Pres.& Chief Accounting Officer

Signatures

David M. Coffey, by Power of
Attorney

04/19/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.