

PROGRESSIVE CORP/OH/  
Form 4  
June 27, 2008

# FORM 4

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

OMB APPROVAL

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VOELKER RAYMOND M

(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)

06/25/2008

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)

Chief Information / 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	Price		
Common	06/25/2008		M		36,693	\$ 11.8556	A 208,490	D
Common	06/25/2008		S		12,600	\$ 19.75	D 195,890	D
Common	06/25/2008		S		1,100	\$ 19.76	D 194,790	D
Common	06/25/2008		S		700	\$ 19.77	D 194,090	D
Common	06/25/2008		S		600	\$ 19.78	D 193,490	D
Common	06/25/2008		S		1,800	\$ 19.79	D 191,690	D
Common	06/25/2008		S		2,900	\$ 19.8	D 188,790	D
Common	06/25/2008		S		2,100	\$ 19.81	D 186,690	D

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

Common	06/25/2008	S	600	D	\$ 19.82	186,090	D	
Common	06/25/2008	S	1,400	D	\$ 19.83	184,690	D	
Common	06/25/2008	S	1,000	D	\$ 19.84	183,690	D	
Common	06/25/2008	S	800	D	\$ 19.85	182,890	D	
Common	06/25/2008	S	1,200	D	\$ 19.86	181,690	D	
Common	06/25/2008	S	700	D	\$ 19.87	180,990	D	
Common	06/25/2008	S	800	D	\$ 19.88	180,190	D	
Common	06/25/2008	S	1,693	D	\$ 19.89	178,497	D	
Common	06/25/2008	S	2,000	D	\$ 19.9	176,497	D	
Common	06/25/2008	S	900	D	\$ 19.91	175,597	D	
Common	06/25/2008	S	700	D	\$ 19.92	174,897	D	
Common	06/25/2008	S	300	D	\$ 19.93	174,597	D	
Common	06/25/2008	S	500	D	\$ 19.94	174,097	D	
Common	06/25/2008	S	600	D	\$ 19.95	173,497	D	
Common	06/25/2008	S	200	D	\$ 19.97	173,297	D	
Common	06/25/2008	S	300	D	\$ 19.98	172,997	D	
Common	06/25/2008	S	300	D	\$ 19.99	172,697	D	
Common	06/25/2008	S	100	D	\$ 20	172,597	D	
Common	06/25/2008	S	100	D	\$ 20.01	172,497	D	
Common	06/25/2008	S	300	D	\$ 20.02	172,197	D	
Common	06/25/2008	S	300	D	\$ 20.03	171,897	D	
Common						9,918.82	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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2002							
Employee Option	\$ 11.8556	06/25/2008	Code V (A) (D)	<u>(1)</u>	12/31/2011	Common	36,693

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VOELKER RAYMOND M 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Chief Information Officer	

## Signatures

David M. Coffey, By Power of Attorney  
06/27/2008

\_\_\_\_Signature of Reporting Person Date

## Explanation of Responses:

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

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

(1) These options vested in three equal installments on January 1, 2005, January 1, 2006 and January 1, 2007.

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.