PROGRESSIVE CORP/OH/

Form 4 October 04, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL

OMB
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ac LEWIS PET	*	rting Person *	2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
6300 WILSON MILLS ROAD			(Month/Day/Year) 09/30/2005	_X_ Director 10% Owner X_ Officer (give title Other (specify below) Chairman of Board				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MAYFIELD VILLAGE, OH 44143				Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired. Disposed of, or Beneficially Owner				

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	decurities Ownership II Beneficially Form: II Owned Direct (D) O Collowing or Indirect (I) Cransaction(s) (Instr. 4)			
Common	08/15/2005		Code G	V V	Amount 10	(D)	Price \$ 0	7,828	D	
Common	09/23/2005		J (1)		25,132	A	\$0	32,960	D	
Common	09/26/2005		G	V	26,683	D	\$0	6,277	D	
Common	09/28/2005		J(1)		3,368	A	\$0	9,645	D	
Common								49,759.876	I	401(k) Plan
Common	09/30/2005		S(2)		9,281.1	D	\$ 96.41	0	I	As GP of Lewis Children LP III
Common	09/30/2005		$S_{(3)}^{(3)}$		9,478.4	D		0	I	

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					\$ 96.41			By Lewis Children IV, LLC
Common	09/30/2005	S(4)	9,042.8	D	\$ 96.41	0	I	By Lewis Children V, LLC
Common	09/30/2005	S(5)	2,455.7	D	\$ 96.41	0	I	By Lewis Children VI, LLC
Common	09/30/2005	J <u>(6)</u>	499,500	D	\$ 0	0	I	By Lewis Children VII, LLC
Common	09/23/2005	<u>J(1)</u>	25,132	D	\$ 0	12,137,023	I	By PBL Investments, LP
Common	09/28/2005	<u>J(1)</u>	3,368	D	\$ 0	12,133,655	I	By PBL Investments, LP
Common	09/30/2005	J <u>(6)</u>	499,500	A	\$ 0	12,633,155	I	By PBL Investments, LP

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LEWIS PETER B

X

6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143 Chairman of Board

Signatures

David M. Coffey, by Power of Attorney 10/04/2005

**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).
- Distribution of shares to reporting person from limited partnership which is wholly owned by reporting person, directly or indirectly, effecting a change in beneficial ownership exempt under Rule 16a-13.
- (2) Represents the sale by the reporting person of all of his interests in Lewis Children LP III.
- (3) Represents the sale by the reporting person of all of his interests in Lewis Children IV, LLC.
- (4) Represents the sale by the reporting person of all of his interests in Lewis Children V, LLC.
- (5) Represents the sale by the reporting person of all of his interests in Lewis Children VI, LLC.

The reporting person was the owner of a 99.9% non-voting membership interest in Lewis Children VII, LLC (the 'LLC'), which was liquidated on September 30, 2005. These entries report the resulting distribution of common Shares from the liquidated LLC to a limited partnership which is wholly owned by the reporting person, directly or indirectly, effecting a change in beneficial ownership exempt under Rule 16a-13

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.

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