

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-11-29**

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### ISSUER

#### **PROGRESSIVE CORP/OH/**

CIK: **80661** | IRS No.: **340963169** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
SIC: **6331** Fire, marine & casualty insurance

#### Mailing Address

6300 WILSON MILLS RD  
MAYFIELD VILLAGE OH 44143

#### Business Address

6300 WILSON MILLS RD  
MAYFIELD VILLAGE OH 44143  
4404615000

### REPORTING OWNER

#### **LEWIS PETER B**

CIK: **900675** | State of Incorporation: **OH** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-09518** | Film No.: **071284042**

#### Mailing Address

PROGRESSIVE CORP  
6300 WILSON MILLS RD  
MAYFIELD VILLAGE OH  
44143

#### Business Address

6300 WILSON MILLS ROAD  
MAYFIELD VILLAGE OH  
4414344674  
2164467471

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
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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

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. Name and Address of Reporting Person <b>LEWIS PETER B</b>			2. Issuer Name and Ticker or Trading Symbol <b>PROGRESSIVE CORP/OH/ [PGR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman of Board</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/29/2007</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
6300 WILSON MILLS ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>MAYFIELD VILLAGE, OH 44143</b>								
(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. 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	11/29/2007		J	(L)	46,111,373	A	(L)	46,787,699	D	
Common	11/30/2007		J	(L)	88,572	A	(L)	46,876,271	D	
Common	11/29/2007		J	(L)	46,111,373	D	(L)	88,572	I	By PBL Investments, LP
Common	11/30/2007		J	(L)	88,572	D	(L)	0	I	By PBL Investments, LP
Common								219,998.123	I	401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

1. 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.

**Signatures**

David M. Coffey, by Power of Attorney

\*\* Signature of Reporting Person

12/04/2007

Date

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

\* 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.

**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 Number.**