

Sauerland John P
 Form 4
 August 17, 2009

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 *
 Sauerland John P

(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)

08/13/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Personal Lines Group / President

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common | 08/13/2009 | | M | | 45,595 A \$ 4.3801 | D | |
| Common | 08/13/2009 | | M | | 10,509 A \$ 5.054 | D | |
| Common | 08/13/2009 | | S | | 300 D \$ 16.35 | D | |
| Common | 08/13/2009 | | S | | 2,700 D \$ 16.355 | D | |
| Common | 08/13/2009 | | S | | 1,100 D \$ 16.358 | D | |
| Common | 08/13/2009 | | S | | 200 D \$ 16.359 | D | |

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| | | | | | | | | |
|--------|------------|---|-------|---|-----------|-----------|---|---|
| Common | 08/13/2009 | S | 4,200 | D | \$ 16.36 | 243,951 | D | |
| Common | 08/13/2009 | S | 4,400 | D | \$ 16.365 | 239,551 | D | |
| Common | 08/13/2009 | S | 800 | D | \$ 16.368 | 238,751 | D | |
| Common | 08/13/2009 | S | 9,100 | D | \$ 16.37 | 229,651 | D | |
| Common | 08/13/2009 | S | 4,600 | D | \$ 16.375 | 225,051 | D | |
| Common | 08/13/2009 | S | 200 | D | \$ 16.379 | 224,851 | D | |
| Common | 08/13/2009 | S | 600 | D | \$ 16.38 | 224,251 | D | |
| Common | 08/13/2009 | S | 1,700 | D | \$ 16.39 | 222,551 | D | |
| Common | | | | | | 8,401.277 | I | 401(k) Plan |
| Common | | | | | | 5,600 | I | By Sauerland Partnership ⁽¹⁾ |
| Common | | | | | | 1,200 | I | By Child |
| Common | | | | | | 5,600 | I | By Trust ⁽²⁾ |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2000 Employee Option | \$ 4.3801 | 08/13/2009 | | M | 45,595 | ⁽³⁾ | 12/31/2009 | Common | 45,595 |
| 2000 | \$ 5.054 | 08/13/2009 | | M | 10,509 | ⁽³⁾ | 12/31/2009 | Common | 10,509 |

Employee
Option /
Granted
May 1,
2000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-----------|
| | Director | 10% Owner | Officer | Other |
| Sauerland John P 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143 | | | Personal Lines Group | President |

Signatures

David M. Coffey, by Power of Attorney
08/17/2009

__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) The Reporting Person is a general partner of the partnership that owns the reported securities. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
 - (2) The Reporting Person is trustee of a family trust, certain beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein (including the pecuniary interest of such immediate family members), and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
 - (3) The option vests in three equal annual installments beginning January 1, 2003.

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.