

PROGRESSIVE CORP/OH/  
Form 4  
April 27, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 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 \*  
**PASSELL BRIAN J**

(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)

04/25/2006

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)

Group President - / Claims

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	04/25/2006		M		\$ 41.3333	40,665	D
Common	04/25/2006		M		\$ 47.3333	97,665	D
Common	04/25/2006		M		\$ 19.2291	107,665	D
Common	04/25/2006		S		\$ 105.98	107,365	D
Common	04/25/2006		S		\$ 105.94	107,065	D
Common	04/25/2006		S		\$ 105.92	106,565	D
Common	04/25/2006		S		\$ 105.85	106,465	D

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Common	04/25/2006	S	100	D	\$ 105.84	106,365	D	
Common	04/25/2006	S	400	D	\$ 105.83	105,965	D	
Common	04/25/2006	S	900	D	\$ 105.82	105,065	D	
Common	04/25/2006	S	400	D	\$ 105.81	104,665	D	
Common	04/25/2006	S	800	D	\$ 105.79	103,865	D	
Common	04/25/2006	S	300	D	\$ 105.74	103,565	D	
Common	04/25/2006	S	800	D	\$ 105.73	102,765	D	
Common	04/25/2006	S	200	D	\$ 105.72	102,565	D	
Common	04/25/2006	S	200	D	\$ 105.7	102,365	D	
Common	04/25/2006	S	100	D	\$ 105.69	102,265	D	
Common	04/25/2006	S	400	D	\$ 105.65	101,865	D	
Common	04/25/2006	S	1,800	D	\$ 105.57	100,065	D	
Common	04/25/2006	S	4,400	D	\$ 105.56	95,665	D	
Common	04/25/2006	S	1,300	D	\$ 105.55	94,365	D	
Common	04/25/2006	S	1,400	D	\$ 105.54	92,965	D	
Common	04/25/2006	S	200	D	\$ 105.53	92,765	D	
Common	04/25/2006	S	100	D	\$ 105.52	92,665	D	
Common	04/25/2006	S	200	D	\$ 105.43	92,465	D	
Common	04/25/2006	S	600	D	\$ 105.4	91,865	D	
Common	04/25/2006	S	1,800	D	\$ 105.3	90,065	D	
Common	04/25/2006	S	600	D	\$ 105.25	89,465	D	
Common						2,219	I	401(k) Plan
Common						915	I	By Daughter

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

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,  
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Option	\$ 41.3333		04/25/2006	M				01/01/2003	12/31/2007	Common	4,500
Employee Option	\$ 47.3333		04/25/2006	M				01/01/2001	12/31/2008	Common	12,000
Employee Option	\$ 47.3333		04/25/2006	M				01/01/2002	12/31/2008	Common	12,000
Employee Option	\$ 47.3333		04/25/2006	M				01/01/2003	12/31/2008	Common	12,000
Employee Option	\$ 47.3333		04/25/2006	M				01/01/2004	12/31/2008	Common	21,000
Employee Option	\$ 19.2291		04/25/2006	M				01/01/2003	12/31/2009	Common	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASSELL BRIAN J 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Group President -	Claims

## Signatures

David M. Coffey, By Power of  
Attorney

04/27/2006

\_\_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.

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