

PROGRESSIVE CORP/OH/  
Form 4  
October 17, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KING THOMAS A**

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)  
**6300 WILSON MILLS ROAD**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/16/2006**

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**MAYFIELD VILLAGE, OH 44143**

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common                          | 10/16/2006                           |  | M                              |   | \$ 10.3333  | 106,928  | D   |
| Common                          | 10/16/2006                           |  | M                              |   | \$ 11.8333  | 127,328  | D   |
| Common                          | 10/16/2006                           |  | M                              |   | \$ 4.8072   | 176,468  | D   |
| Common                          | 10/16/2006                           |  | M                              |   | \$ 7.6666   | 215,072  | D   |
| Common                          | 10/16/2006                           |  | M                              |   | \$ 13.0116  | 234,680  | D   |
| Common                          | 10/16/2006                           |  | S                              |   | \$ 24.46  | 234,040  | D   |
| Common                          | 10/16/2006                           |  | S                              |   | \$ 24.47  | 230,040  | D   |

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|        |            |   |       |   |          |            |   |                   |
|--------|------------|---|-------|---|----------|------------|---|-------------------|
| Common | 10/16/2006 | S | 4,500 | D | \$ 24.48 | 225,540    | D |                   |
| Common | 10/16/2006 | S | 1,500 | D | \$ 24.49 | 224,040    | D |                   |
| Common | 10/16/2006 | S | 2,300 | D | \$ 24.5  | 221,740    | D |                   |
| Common | 10/16/2006 | S | 7,400 | D | \$ 24.51 | 214,340    | D |                   |
| Common | 10/16/2006 | S | 6,736 | D | \$ 24.52 | 207,604    | D |                   |
| Common | 10/16/2006 | S | 9,100 | D | \$ 24.53 | 198,504    | D |                   |
| Common | 10/16/2006 | S | 5,500 | D | \$ 24.54 | 193,004    | D |                   |
| Common | 10/16/2006 | S | 2,800 | D | \$ 24.55 | 190,204    | D |                   |
| Common | 10/16/2006 | S | 2,000 | D | \$ 24.56 | 188,204    | D |                   |
| Common | 10/16/2006 | S | 3,900 | D | \$ 24.57 | 184,304    | D |                   |
| Common | 10/16/2006 | S | 3,100 | D | \$ 24.58 | 181,204    | D |                   |
| Common | 10/16/2006 | S | 2,200 | D | \$ 24.59 | 179,004    | D |                   |
| Common | 10/16/2006 | S | 2,000 | D | \$ 24.6  | 177,004    | D |                   |
| Common | 10/16/2006 | S | 2,500 | D | \$ 24.61 | 174,504    | D |                   |
| Common | 10/16/2006 | S | 3,876 | D | \$ 24.62 | 170,628    | D |                   |
| Common | 10/16/2006 | S | 3,000 | D | \$ 24.63 | 167,628    | D |                   |
| Common | 10/16/2006 | S | 1,500 | D | \$ 24.64 | 166,128    | D |                   |
| Common | 10/16/2006 | S | 1,000 | D | \$ 24.65 | 165,128    | D |                   |
| Common | 10/16/2006 | S | 300   | D | \$ 24.66 | 164,828    | D |                   |
| Common | 10/16/2006 | S | 1,000 | D | \$ 24.67 | 163,828    | D |                   |
| Common |            |   |       |   |          | 18,581.692 | I | 401-K Plan        |
| Common |            |   |       |   |          | 15,635.088 | I | Wife's 401-K Plan |

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<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |
|--------------------|------------|------------|--|------|---|-----|--------|---------------------|--------------------|--------|-------------------------------------|
| Employee<br>Option | \$ 10.3333 | 10/16/2006 |  | M    |   |     | 19,200 | 01/01/2003          | 12/31/2007         | Common | 19,200                              |
| Employee<br>Option | \$ 11.8333 | 10/16/2006 |  | M    |   |     | 20,400 | 01/01/2004          | 12/31/2008         | Common | 20,400                              |
| Employee<br>Option | \$ 4.8072  | 10/16/2006 |  | M    |   |     | 49,140 | 01/01/2003          | 12/31/2009         | Common | 49,140                              |
| Employee<br>Option | \$ 7.6666  | 10/16/2006 |  | M    |   |     | 38,604 | 10/16/2002          | 12/31/2010         | Common | 38,604                              |
| Employee<br>Option | \$ 13.0116 | 10/16/2006 |  | M    |   |     | 19,608 | 07/16/2003          | 12/31/2011         | Common | 19,608                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| KING THOMAS A<br>6300 WILSON MILLS ROAD<br>MAYFIELD VILLAGE, OH 44143 |               |           | Vice President |       |

## Signatures

David M. Coffey, by Power of  
Attorney  
10/17/2006

\_\_\_\_\_  
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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