

PROGRESSIVE CORP/OH/
Form 3
April 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
Â Auer John F (Last) (First) (Middle)	04/01/2015 (Month/Day/Year)	PROGRESSIVE CORP/OH/ [PGR]		

C/O THE PROGRESSIVE CORPORATION,Â 6300 WILSON MILLS ROAD

(Street)

MAYFIELD VILLAGE,Â OHÂ 44143

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Pres & CEO - ARX and ASI

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	56,003	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Auer John F C/O THE PROGRESSIVE CORPORATION 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X	X	X	Pres & CEO - ARX and ASI	X

Signatures

/s/Laurie F. Humphrey, By Power of
Attorney

04/13/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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. 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. pan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">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)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)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ray Anne Marie C/O VERA BRADLEY, INC. 12420 STONEBRIDGE ROAD ROANOKE, IN 46783		X		

Signatures

/s/ Anne-Marie
Ray

09/23/2015

**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).

- Represents a distribution by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the "Baekgaard Trust") of 300,000 shares of the Issuer's common stock to each of the four beneficiaries of the Baekgaard Trust, including to the reporting person, in accordance with the terms of the documents governing the Baekgaard Trust.
- (1) the Issuer's common stock to each of the four beneficiaries of the Baekgaard Trust, including to the reporting person, in accordance with the terms of the documents governing the Baekgaard Trust.
 - (2) The reporting person disclaims beneficial ownership of these shares.

- On September 21, 2015, following the reporting person's receipt of the 300,000 share distribution from the Baekgaard Trust, the reporting person transferred the shares to the Anne-Marie Ray 2015 Grantor Retained Annuity Trust, of which the reporting person is the sole trustee.
- (3) person transferred the shares to the Anne-Marie Ray 2015 Grantor Retained Annuity Trust, of which the reporting person is the sole trustee.

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