

PROGRESSIVE CORP/OH/

Form 4

October 17, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KING THOMAS A

(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)

10/16/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common	10/16/2006		M		19,200	A	\$ 10.3333	106,928	D
Common	10/16/2006		M		20,400	A	\$ 11.8333	127,328	D
Common	10/16/2006		M		49,140	A	\$ 4.8072	176,468	D
Common	10/16/2006		M		38,604	A	\$ 7.6666	215,072	D
Common	10/16/2006		M		19,608	A	\$ 13.0116	234,680	D
Common	10/16/2006		S		640	D	\$ 24.46	234,040	D
Common	10/16/2006		S		4,000	D	\$ 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.

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.

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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	\$ 10.3333		10/16/2006	M		19,200	01/01/2003 12/31/2007	Common 19,200
Employee Option	\$ 11.8333		10/16/2006	M		20,400	01/01/2004 12/31/2008	Common 20,400
Employee Option	\$ 4.8072		10/16/2006	M		49,140	01/01/2003 12/31/2009	Common 49,140
Employee Option	\$ 7.6666		10/16/2006	M		38,604	10/16/2002 12/31/2010	Common 38,604
Employee 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 6300 WILSON MILLS ROAD 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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