

Sauerland John P  
Form 4  
August 17, 2009

**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 \*  
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	08/13/2009		M		45,595 A \$ 4.3801	241,942	D
Common	08/13/2009		M		10,509 A \$ 5.054	252,451	D
Common	08/13/2009		S		300 D \$ 16.35	252,151	D
Common	08/13/2009		S		2,700 D \$ 16.355	249,451	D
Common	08/13/2009		S		1,100 D \$ 16.358	248,351	D
Common	08/13/2009		S		200 D \$ 16.359	248,151	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 <sup>(1)</sup>
Common						1,200	I	By Child
Common						5,600	I	By Trust <sup>(2)</sup>

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) (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	<sup>(3)</sup>	12/31/2009	Common	45,595
2000	\$ 5.054	08/13/2009		M	10,509	<sup>(3)</sup>	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.

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