## Edgar Filing: Barbagallo John A - Form 4

Barbagallo Jo Form 4	ohn A									
March 24, 20	09									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer					~			Expires:	January 31, 2005	
subject to	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSH Section 16. SECURITIES					NERSHIP OF	Estimated average burden hours per			
Form 5 obligation may conti	Form 5 obligations may continue. See Instruction 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								0.5	
(Print or Type R	esponses)									
1. Name and Ad Barbagallo J	Symbol	r Name <b>and</b>		-		5. Relationship of Reporting Person(s) to Issuer				
		PROGRESSIVE CORP/OH/ [PGR]				(Check all applicable)				
(Last) 6300 WILSC	(First) (M	(Month/D	Date of Earliest Transaction Ionth/Day/Year) B/20/2009				Director 10% Owner X Officer (give title Other (specify below) below) Drive Group / President			
			ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MAYFIELD	VILLAGE, OH	44143						More than One Re		
(City)	(State) (	Zip) Tabl	e I - Non-D	erivative So	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
(Instr. 3) any		Execution Date, if	3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common	03/20/2009		$A^{(1)}$	64,169	A A	\$ 0	167,192	D		
Common							4,587.332	I	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting O when Funder Francess	Director	10% Owner	Officer	Other			
Barbagallo John A 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Drive Group	President			
Signatures							
David M. Coffey, by Power of Attorney		03/24/2009					
<u>**</u> 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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Incentive Plan.

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.