

PROGRESSIVE CORP/OH/  
Form 8-K  
June 10, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 10, 2010

**THE PROGRESSIVE CORPORATION**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**1-9518**  
(Commission  
File Number)

**34-0963169**  
(IRS Employer  
Identification No.)

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**6300 Wilson Mills Road, Mayfield Village, Ohio 44143**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code 440-461-5000**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On June 10, 2010, The Progressive Corporation issued a news release announcing the commencement of a consent solicitation from the holders of its 6.25% Senior Notes due 2032 to terminate the Replacement Capital Covenant relating to those notes, and a tender offer for up to \$350 million of its 6.70% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067. A copy of the news release is attached hereto as Exhibit 99.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

See exhibit index on page 4.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 10, 2010

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch

Title: Vice President and Chief Accounting Officer

EXHIBIT INDEX

| <b>Exhibit No.<br/>Under Reg.<br/>S-K Item 601</b> | <b>Form 8-K<br/>Exhibit<br/>No.</b> | <b>Description</b>  |
|--|-------------------------------------|---|
| 99   | 99                                  | News release dated June 10, 2010 announcing the commencement of a consent solicitation from the holders of the Company's 6.25% Senior Notes due 2032 and a tender offer for up to \$350 million of its 6.70% Fixed-to-Floating Rate Junior Subordinated Debentures due 2067 |