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PROGRESSIVE CORP/OH/

Form 4

January 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

RENWICK GLENN M			Symbol PROGRESSIVE CORP/OH/ [PGR]						Issuer			
(Last) 6300 WILS	(First) (3. Date of (Month/D 01/03/20	ay/Year		ansaction			_X_ Director _X_ Officer (give below)		Owner er (specify	
MAYFIELI	(Street) D VILLAGE, OF		4. If Ame Filed(Mon			te Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	-	rson	
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative Se	curiti	es Acqu	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr.	8)	4. Securitie r(A) or Disp (Instr. 3, 4	osed cand 5) (A) or	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common	01/03/2007			Code	V	Amount 105,188	(D)	Price \$ 0	1,721,992	D		
Common	01/03/2007			ט		103,100	ט	<u>(1)</u>	1,721,992	D		
Common									89,407.318	I	401(k) Plan	
Damindar: Dan	port on a sanarata line	for each als	es of sacu	ritias ba	nafi	cially owner	l direc	tly or i	ndiractly			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number of or 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
Deferred Comp Unit	\$ 0 (2)	01/03/2007		A	107.824	(3)	<u>(4)</u>	Common	107.824
Deferred Comp Unit	\$ 0 (2)	01/03/2007		A	105,188	<u>(5)</u>	<u>(4)</u>	Common	105,188

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Reporting Owners

Reporting Owner Name / Address	Relationships						
--	Director	10% Owner	Officer	Other			
RENWICK GLENN M							
6300 WILSON MILLS ROAD	X		President and CEO				
MAYFIELD VILLAGE, OH 44143							

Signatures

David M. Coffey, by Power of Attorney 01/05/2007

**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 elected to defer receipt of previously granted restricted common shares upon vesting thereof. This Form 4 reports the disposition of such restricted shares in exchange for an equal number of units under the applicable deferred compensation plan.
- (**2**) 1 for 1
- (3) Immediately
- (4) These units will be paid out in cash at the time elected by the reporting person, subject to the vesting provisions of the plan.
- (5) Six (6) months and one (1) day from the date of the transactions reported herein.

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.

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