#### PROGRESSIVE CORP/OH/

Form 4/A April 02, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Domeck Brian

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

PROGRESSIVE CORP/OH/ [PGR]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

04/01/2014

Director 10% Owner X\_ Officer (give title Other (specify

below)

Vice Pres & Chief Fin Officer

(Street)

6300 WILSON MILLS ROAD

4. If Amendment, Date Original

(Instr. 8)

Filed(Month/Day/Year)

04/02/2014

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

MAYFIELD VILLAGE, OH 44143

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(Middle)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

Following Reported

Transaction(s)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

(Instr. 3 and 4)

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.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4/A

Derivative (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Expiration Title Date Amount Exercisable Number Date Shares Restricted (3) (4) 04/01/2014(2) (1) M 10,173.321 10,173 Common

(Month/Day/Year) (Instr. 8) (A) or Disposed of

## **Reporting Owners**

Price of

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Domeck Brian 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Vice Pres & Chief Fin Officer

# **Signatures**

(Instr. 3)

Stock Unit

/s/ David M. Coffey, By Power of Attorney 04/02/2014

\*\*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) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.
- (2) See footnote 3 below.
- (3) Vesting date of April 1, 2014. This amendment is being filed to correct the vesting date from April 1, 2013 to April 1, 2014.
- (4) Expiration Date is the same as the Date Exercisable.

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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