

PROGRESSIVE CORP/OH/  
Form 4  
May 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**FITT LAWTON W**  
  
(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)  
**05/13/2016**

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common                          | 05/13/2016                           |  | A <sup>(1)</sup>               | V Amount (D) Price<br>9,477 A \$ 0                                | 18,866  | D  |                                   |

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.**

SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|----|---|------------------------|------------------------|-------------|

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| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year) | Underlying<br>Securities<br>(Instr. 3 and 4) | Security<br>(Instr. 5) | Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |       |  |
|------------------------|---|-------------------------|--------------------|---|------------------|--|------------------------|--|-------|--|
|                        |   |                         | Code               | V   | (A)              | (D)  | Date<br>Exercisable    | Expiration<br>Date                                       | Title | Amount<br>or<br>Number<br>of<br>Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FITT LAWTON W<br>6300 WILSON MILLS ROAD<br>MAYFIELD VILLAGE, OH 44143 |               | X         |         |       |

## Signatures

/s/ David M. Coffey, By Power of Attorney  
 05/17/2016  
 \*\*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).
- Restricted stock grant, made pursuant to The Progressive Corporation 2003 Directors Equity Incentive Plan, and which will vest on April 13, 2017. The Progressive Corporation allowed each director to indicate their preference to receive their compensation for the 2016-2017 term in the form of 100% restricted stock or 60% restricted stock and 40% cash. The reporting person indicated a preference to receive their compensation in the form of 100% restricted stock. After considering such preference, the Compensation Committee granted a restricted stock award representing 100% of the reporting person's compensation for the 2016-2017 term.
- 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.