

PROGRESSIVE CORP/OH/  
Form SC 13G/A  
February 14, 2002

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Amendment No.: 8

Name of Issuer: Progressive Corporation - Ohio

Title of Class of Securities: Common

CUSIP Number: 743315103

(Date of Event Which Requires Filing of this Statement)

December 31, 2001

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b)  
/ / Rule 13d-1(c)  
/ / Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP Number: 743315103

1. Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
Ruane, Cunniff & Co., Inc.  
13-2628641
2. Check the Appropriate Box if a Member of a Group
  - a. / /
  - b. / /

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3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person  
With:

5. Sole Voting Power:  
3,599,611

6. Shared Voting Power:  
NONE

7. Sole Dispositive Power:  
5,858,294

8. Shared Dispositive Power:  
NONE

9. Aggregate Amount Beneficially Owned by Each Reporting  
Person  
5,858,294

10. Check Box if the Aggregate Amount in Row (9) Excludes  
Certain Shares / /

11. Percent of Class Represented by Amount in Row (9)  
8.00%

12. Type of Reporting Person  
BD, IA

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Item 1(a) Name of Issuer:  
Progressive Corporation - Ohio

(b) Address of Issuer's Principal Executive Offices:  
6300 Wilson Mills Road  
Mayfield Village, Ohio 44143

Item 2(a) - (c). Name, Principal Business Address, and  
Citizenship of Persons Filing:

Ruane, Cunniff & Co., Inc.  
767 Fifth Avenue, New York, NY 10153-4798

Corp. organized under the laws of the State of

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Delaware

(d) Title of Class of Securities: Common

(e) CUSIP Number: 743315103

Item 3. This statement is filed pursuant to Rule 13d-1(b)(1).

/x/ Broker or Dealer registered under Section 15 of the Act.

/x/ Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

Item 4. Ownership.

(a) Amount Beneficially Owned: 5,858,294

(b) Percent of Class: 8.00%

(c) (i) shares with sole power to vote or direct the vote: 3,599,611

(ii) shared power to vote or direct the vote: NONE

(iii) shares with sole power to dispose or to direct the disposition of: 5,858,294

(iv) shares with shared power to dispose or direct the disposition of: NONE

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following / /.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of the Group.

N/A

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Item 10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Joseph Quinones, Jr.

February 14, 2002

Title: Vice-President

Date

0%">

(Last)

(First)

(Middle)

1717 S. BOULDER AVENUE, SUITE 600 3. Date of Earliest Transaction (Month/Day/Year)  
11/14/2005

(Street)

TULSA, OK 74119 4. If Amendment, Date Original Filed(Month/Day/Year)

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

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)

(State)

(Zip)

**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)
			Code	V Amount (D) Price			
Common unit					23,900	D	

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

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SEC 1474  
(9-02)

number.

**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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom unit	(2)					(1)	(4)	Common unit	14,024
Phantom unit	(2)	11/14/2005		A	139	(1)	(4)	Common unit	139 (4)
Restricted unit	(2)					(3)	(4)	Common unit	12,800
Restricted unit	(2)					(5)	(4)	Common unit	6,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATHBURN GARY J 1717 S. BOULDER AVENUE SUITE 600 TULSA, OK 74119			Senior VP-Marketing	

## Signatures

/s/ Gary J. Rathburn by Megan Cordle, pursuant to power of attorney dated August 22, 2002

11/15/2005

\_\_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 Phantom units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee, upon the reporting person's death or termination.

(2) 1 for 1

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- (3) The Restricted units will vest on December 31, 2006 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee.
- (4) Not applicable
- (5) The Restricted units will vest on January 1, 2008 provided that the issuer meets certain financial tests. Once vested the restricted units are to be settled in either cash or ARLP common units, at the election of the Compensation Committee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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