PROGRESSIVE CORP/OH/

Form 4 March 27, 2006

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

Check this box if no longer subject to

3235-0287 January 31, Expires:

0.5

Section 16. Form 4 or

2005 Estimated average

SECURITIES

burden hours per response...

Form 5 obligations may continue. See Instruction

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).

Common

Common

Common

03/24/2006

(Print or Type Responses)

1. Name and Ad WATTS RIC	Symbol	2. Issuer Name and Ticker or Trading Symbol PROGRESSIVE CORP/OH/ [PGR]			5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	Iiddle) 3. Date	3. Date of Earliest Transaction			(Check all applicable)			
	(Month/	(Month/Day/Year)			109				
6300 WILSO	D 03/24/	03/24/2006			X Officer (give title Other (specify below)				
						Group President - / Sales and Service			
	4. If An	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
MAVEIEI D	WILLAGE OH	•	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MAIFIELD	VILLAGE, OH	44143			Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date		3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, i		onAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
					Following	(Instr. 4)	(Instr. 4)		
				(A)	Reported				
				(A)	Transaction(s)				

Code V Amount

6,423

 $A^{(1)}_{-}$

or

(D)

A

Price

\$0

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.

(Instr. 3 and 4)

20.333.572

D

Ι Ι

34,947

75

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

401-K Plan

By son

Edgar Filing: PROGRESSIVE CORP/OH/ - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WATTS RICHARD H 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143

Group President - Sales and Service

Signatures

David M. Coffey, By Power of Attorney 03/27/2006

**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) Restricted stock grant made pursuant to The Progressive Corporation 2003 Incentive Plan.

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.

Reporting Owners 2