#### SHACKELFORD DONALD B

Form 4 March 09, 2010

## FORM 4

#### OMB APPROVAL

3235-0287

OMB

Number:

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

Check this box if no longer subject to Section 16. Form 4 or

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHACKELFORD DONALD B			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		2011	PROGRESSIVE CORP/OH/ [PGR]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
6300 WILSON MILLS ROAD			03/05/2010	Officer (give title Delow)  Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
MAYFIELD VILLAGE, OH 44143				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Devined on Committee A.			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Sec	curities	s Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities appropriate of the control of the con	of (D)	ed (A)	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 Indirect Beneficial Ownership (Instr. 4)
Common	03/05/2010		M	6,324.329	A	\$0	829,707.329	D	
Common	03/05/2010		D	688.329	D	\$ 17	829,019	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)

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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. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)		
	Security						Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom				Code V	(A) 30.1762	(D)				
Stock Unit	\$ 0 (1)	03/05/2010		A	(2)		(3)	<u>(4)</u>	Common	3
Phantom Stock Unit / (Rest. Stock)	\$ 0 (1)	03/05/2010		A	125.03		<u>(5)</u>	<u>(4)</u>	Common	
Phantom Stock Unit / (Rest. Stock)	\$ 0 <u>(1)</u>	03/05/2010		M		6,324.329	03/05/2010	<u>(4)</u>	Common	7,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
*****	Director	10% Owner	Officer	Other			
SHACKELFORD DONALD B 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X						

## **Signatures**

David M. Coffey, by Power of Attorney

03/09/2010

\*\*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) 1 for 1.
- (2) These phantom shares were acquired upon the reinvestment of dividends pursuant to the terms of the plan.
- (3) The phantom stock units will be distributed in cash at the time elected by the reporting person, subject to the vesting provisions of the Plan.
- (4) Expiration Date is the same as the Date Exercisable.
- (5) These units, which were acquired upon the reinvestment of dividends, will be paid out in cash at the time elected by the reporting person, subject to the vesting provisions of the plan.

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

Reporting Owners 2

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ential persons who are to respond to the collection of information contained in this form are not required to respond unless the form disprently valid OMB number.	plays