

PROGRESSIVE CORP/OH/

Form 10-K/A

April 28, 2005

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

FORM 10-K/A

(Mark One)

b Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2004

or

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number 1-9518

THE PROGRESSIVE CORPORATION

(Exact name of Registrant as specified in its charter)

Ohio

34-0963169

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

6300 Wilson Mills Road, Mayfield Village, Ohio

44143

(Address of principal executive offices)

(Zip Code)

(440) 461-5000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on
which registered

Common Shares, \$1.00 Par Value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant at June 30, 2004:
\$16,909,135,762

The number of the Registrant's Common Shares, \$1.00 par value, outstanding as of January 31, 2005: 200,095,589

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the Annual Meeting of Shareholders held on April 15, 2005, filed on March 7, 2005 and the Annual Report to Shareholders for the year ended December 31, 2004, included as Exhibit 13 to the Form 10-K, are incorporated by reference in Parts I, II, III and IV hereof.

This Form 10-K/A amends the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004, as filed on March 1, 2005. The sole purpose of this amendment is to correct Exhibits 31(A) and 31(B), Certifications of the Principal Executive Officer and of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The original Form 10-K exhibits inadvertently omitted certain required wording, which has been included in the attached amended exhibits.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) Exhibits Amended Exhibits 31(A) and 31(B) are submitted concurrently with this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE PROGRESSIVE CORPORATION

April 28, 2005

By: /s/ Glenn M. Renwick
 Glenn M. Renwick
 Director, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| | | |
|---|--|---------------------------|
| <p style="text-align: center;">*</p> <hr style="width: 100%;"/> <p>Peter B. Lewis</p> | <p>Director, Chairman of the Board</p> | <p>April 28, 2005</p> |
| <hr style="width: 100%;"/> <p>/s/ Glenn M. Renwick</p> <p>Glenn M. Renwick</p> | <p>Director, President and Chief Executive Officer</p> | <p>April 28, 2005</p> |
| <hr style="width: 100%;"/> <p>/s/ W. Thomas Forrester</p> <p>W. Thomas Forrester</p> | <p>Vice President and Chief Financial Officer</p> | <p>April 28, 2005</p> |
| <hr style="width: 100%;"/> <p>/s/ Jeffrey W. Basch</p> <p>Jeffrey W. Basch</p> | <p>Vice President and Chief Accounting Officer</p> | <p>April 28, 2005</p> |

| | | |
|---|----------|-------------------|
| * _____ Stephen R. Hardis | Director | April 28, 2005 |
| * _____ Bernadine P. Healy, M.D. | Director | April 28, 2005 |
| * _____ Jeffrey D. Kelly | Director | April 28, 2005 |
| * _____ Philip A. Laskawy | Director | April 28, 2005 |
| * _____ Norman S. Matthews | Director | April 28, 2005 |
| * _____ Patrick H. Nettles, Ph.D. | Director | April 28, 2005 |
| * _____ Donald B. Shackelford | Director | April 28, 2005 |
| * _____ Bradley T. Sheares, Ph.D. | Director | April 28, 2005 |

* Charles E. Jarrett, by signing his name hereto, does sign this document on behalf of the persons indicated above pursuant to a power of attorney duly executed by such persons.

By: /s/ Charles E. Jarrett

April 28,
2005

Charles E. Jarrett Attorney-in-fact

EXHIBIT INDEX

| Exhibit No. Under Reg. S-K, <u>Item 601</u> | Form 10-Q Exhibit <u>Number</u> | <u>Description of Exhibit</u> | If Incorporated by Reference, Documents with Which Exhibit was <u>Previously Filed with SEC</u> |
|--|---------------------------------------|--|---|
| (24) | 24 | Powers of Attorney | Annual Report on Form 10-K (filed with SEC on March 1, 2005; Exhibit 24 therein) |
| (31) | 31(A) | Certification of the Principal Executive Officer, Glenn M. Renwick, of The Progressive Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| (31) | 31(B) | Certification of the Principal Financial Officer, W. Thomas Forrester, of The Progressive Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed herewith |