#### PROGRESSIVE CORP/OH/

Form 4 April 13, 2017

### FORM 4

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

OMB 323

Check this box if no longer subject to Section 16

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31,

**OMB APPROVAL** 

Section 16.
Form 4 or
Form 5

SECURITIES

Estimated average burden hours per response...

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 oonse... 0.5

2005

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **NETTLES PATRICK H** Issuer Symbol PROGRESSIVE CORP/OH/ [PGR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner Officer (give title Other (specify 6300 WILSON MILLS ROAD 04/13/2017 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

MAYFIELD VILLAGE, OH 44143

\_\_\_\_ Form filed by More than One Reporting Person

\_X\_ Form filed by One Reporting Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) Indirect (I) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price \$0 Common 04/13/2017 D 8,424 D 10,283 D (1)

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)

### 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. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration D (Month/Day)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit (rest. Stock)	\$ 0 (2)	04/13/2017		A	8,424	(3)	<u>(4)</u>	Common	8,424	\$ 0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
2	Director	10% Owner	Officer	Other			
NETTLES PATRICK H 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143	X						

## **Signatures**

/s/ David M. Coffey, By Power of Attorney 04/13/2017

\*\*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 reporting person elected to defer receipt of previously granted restricted common shares upon vesting thereof. This Form 4 reports the disposition of such restricted shares in exchange for an equal number of units under the applicable deferred compensation plan.
- **(2)** 1 for 1
- (3) These units will be paid out in an equal number of Common Shares 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.

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