

WILLIAMS ROBERT T  
Form 4  
November 23, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS ROBERT T**

2. Issuer Name and Ticker or Trading Symbol  
**PROGRESSIVE CORP/OH/ [PGR]**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
**6300 WILSON MILLS ROAD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/22/2004**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
**Group President - / Agency Business**

**MAYFIELD VILLAGE, OH 44143**  
  
(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
Common	11/22/2004		M	33,900	A \$ 15.75	54,617	D
Common	11/22/2004		S	300	D \$ 91.78	54,317	D
Common	11/22/2004		S	2,400	D \$ 91.79	51,917	D
Common	11/22/2004		S	10,000	D \$ 91.8	41,917	D
Common	11/22/2004		S	1,300	D \$ 91.81	40,617	D
Common	11/22/2004		S	2,000	D	38,617	D

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						\$			
						91.82			
Common	11/22/2004	S	1,400	D	\$	91.83	37,217	D	
Common	11/22/2004	S	10,200	D	\$	91.84	27,017	D	
Common	11/22/2004	S	6,100	D	\$	91.85	20,917	D	
Common	11/22/2004	S	200	D	\$	91.86	20,717	D	
Common							12,776.887	I	401(k) Plan
Common							846	I	By Children

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

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SEC 1474  
(9-02)

**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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Option	\$ 15.75	11/22/2004		M	33,900	01/01/2001	12/31/2005	Common	33,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS ROBERT T 6300 WILSON MILLS ROAD MAYFIELD VILLAGE, OH 44143			Group President -	Agency Business

## Signatures

David M. Coffey, by Power of  
Attorney

11/23/2004

\_\_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).

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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