

Marshall Mariann Wojtkun
Form 3
March 05, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Marshall Mariann Wojtkun	(Month/Day/Year)	PROGRESSIVE CORP/OH/ [PGR]
(Last) (First) (Middle)	03/01/2019	
6300 WILSON MILLS RD.		4. Relationship of Reporting Person(s) to Issuer
(Street)		5. If Amendment, Date Original Filed(Month/Day/Year)
		(Check all applicable)
		_____ Director _____ 10% Owner
		☒ Officer _____ Other
		(give title below) (specify below)
		Chief Accounting Officer
		6. Individual or Joint/Group Filing(Check Applicable Line)
		☒ Form filed by One Reporting Person
		☐ Form filed by More than One Reporting Person

MAYFIELD
VILLAGE,Â OHÂ 44143
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	9,848.427	I	401(k) Plan
Common	3,714.591	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Unit	Â (1)	Â (2)	Common	1,770.897	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marshall Mariann Wojtkun 6300 WILSON MILLS RD. MAYFIELD VILLAGE, OH 44143	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ David M. Coffey, By Power of Attorney

03/05/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents time-based restricted stock units granted to the reporting person between 2015 and 2018. Subject to the terms of the applicable plan and award agreements, each award vests in three roughly equal installments on the third, fourth and fifth January 1st following the

(1) date of grant or earlier if the reporting person achieves qualified retirement eligibility as defined in the plan or applicable award agreement. The following number of units are scheduled to vest on January 1st of each of the following years: 2020 - 672.429; 2021 - 572.714; 2022 - 376.996; 2023 - 148.758.

(2) Expiration Date is the same as the Date Exercisable.

(3) Each Restricted Stock Unit represents a contingent right to receive one Common Share of the Company's stock.

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.