RENWICK GLENN M
Form 4/A
January 23, 2012

FORM 4

| Check this box | Washington, D.C. 20549 |
| :--- | :---: |
| if no longer | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF |
| subject to |  |
| Section 16. | SECURITIES | Form Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL
OMB Number:
Expires: January 31,
Estimated average burden hours per response...
0.5
(Print or Type Responses)

1. Name and Address of Reporting Person *-
RENWICK GLENN M
(Last) (First)

6300 WILSON MILLS ROAD
(Street)

MAYFIELD VILLAGE, OH 44143
2. Issuer Name and Ticker or Trading Symbol
PROGRESSIVE CORP/OH/ [PGR]
3. Date of Earliest Transaction (Month/Day/Year)
01/01/2012
4. If Amendment, Date Original

Filed(Month/Day/Year)
01/04/2012


Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
SEC 1474 information contained in this form are not
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other

## RENWICK GLENN M

6300 WILSON MILLS ROAD X
MAYFIELD VILLAGE, OH 44143

## Signatures

Dane A. Shrallow, by Power of Attorney

01/23/2012 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.

The reporting person's January 4, 2012 Form 4 mistakenly reported the amount of common shares beneficially owned by the reporting
(2) person following the transaction on January 1, 2012 as 2,894,446. This Form 4 amends the January 4, 2012 Form 4 to report the correct number of common shares beneficially owned by the reporting person following the January 1,2012 transaction.
(3) 1 for 1 .
(4) Units will not be exercisable prior to distribution and will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment provisions of the plan.
(5) Units will be distributed in an equivalent number of Common Shares at the time elected by the reporting person, subject to the payment 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.
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.

