

PROGRESSIVE CORP/OH/

Form 8-K

October 11, 2006

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported) October 11, 2006
THE PROGRESSIVE CORPORATION
(Exact name of registrant as specified in its charter)

Ohio	1-9518	34-0963169
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6300 Wilson Mills Road, Mayfield Village, Ohio 44143
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 440-461-5000
Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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EX-99

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Item 2.02 Results of Operations and Financial Condition.

On October 11, 2006, The Progressive Corporation issued a news release containing financial results for the company and its subsidiaries for the month of, and year-to-date period ended, September 2006 and selected quarterly financial results. A copy of the news release is attached hereto as Exhibit 99.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See exhibit index on page 4.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 11, 2006

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch

Title: Vice President and

Chief Accounting Officer

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EXHIBIT INDEX

Exhibit No.	Form	
Under Reg.	8-K	
S-K Item	Exhibit	
601	No.	Description
99	99	News release dated October 11, 2006, containing financial results of The Progressive Corporation and its subsidiaries for the month of, and year-to-date period ended, September 2006 and selected quarterly financial results

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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)
 8. Price of Derivative Security (Instr. 5)
 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
 11. Nature of Indirect Beneficial Ownership (Instr. 4)
 Code V(A)(D) Date Exercisable Expiration Date Title Amount or Number of Shares
 Option (Right to Buy) \$ 89.4507/10/2017
 M 52,410 11/15/2009⁽³⁾ 10/20/2018 Common Stock 52,410 \$ 0 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRALEY ROBERT T MONSANTO COMPANY 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			EVP, Chief Technology Officer	

Signatures

Matthew E. Johnson,
 Attorney-in-Fact

07/11/2017

__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) Excludes 15,000 shares transferred to 2016 GRAT II.

This price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$117.88 to \$118.03. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

(3) One-third of the options became exercisable on November 15, 2009, one-third of the options became exercisable on November 15, 2010 and the remainder of the options became exercisable on November 15, 2011, subject to the terms and conditions of the Monsanto

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Company Long Term Incentive 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.