

PROGRESSIVE CORP/OH/  
Form DEFA14A  
April 16, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**THE PROGRESSIVE CORPORATION**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  - (2) Aggregate number of securities to which transaction applies:
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  - (4) Proposed maximum aggregate value of transaction:
  
  - (5) Total fee paid:
- .. Fee paid previously with preliminary materials:
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:
  
  - (4) Date Filed:

[sent via The Progressive Corporation's internal e-mail system]

**REMINDER TO VOTE YOUR PROGRESSIVE RESTRICTED STOCK:**

This is a reminder to vote your shares in connection with our upcoming Annual Meeting of Shareholders. Although you may have voted the shares you hold through the 401(k) Plan, according to our records, your restricted stock shares, or other shares held in record name through National City Bank, have not yet been voted.

\* \* \* R E M I N D E R \* \* \*

The Annual Meeting of Shareholders of The Progressive Corporation will be held on April 24, 2009 for shareholders of record as of February 27, 2009.

This e-mail contains the link to the secure Internet site that will allow you to cast your vote. Once you enter the site, you will need to enter your control number, which is disclosed below. Please note that this site does not disclose the number of shares that you own in record name. The total shares that you will be voting are disclosed below.

You must vote your shares no later than 11:59 p.m. on Thursday, April 23, 2009, Cleveland time. It is important to Progressive that you exercise your right as a shareholder and vote your shares so please vote your proxy today!

The proxy statement and annual report for this shareholder meeting have been previously sent to you by mail. If you would like to access an electronic version, please click on the following link:

<http://www.progressiveproxy.com>

The Proxy Statement provides information on the directors standing for election at this year's meeting, the proposals being submitted for a vote, other information of interest to you as a shareholder, and other important information about Progressive.

You have direct access to the Internet voting site at CES Vote by clicking on the following link:

<http://www.cesvote.com>

Your Control Number is <mfCntlNumber>

Your Total number of shares are <mfShares>

You may also vote your shares via telephone at 1-888-693-8683 using your Control Number listed above, when prompted by the system to enter a number, or by mail using the proxy card that was previously sent to you.

If you have any questions, please reply to [investor\\_relations@progressive.com](mailto:investor_relations@progressive.com).

Thank you,

/s/ Charles E. Jarrett

Charles E. Jarrett

Secretary