

PROGRESSIVE CORP/OH/  
Form 11-K  
June 25, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-9518

A. Full title of the plan and address of the plan, if different from that of the issuer named below:

THE PROGRESSIVE 401(k) PLAN

(formerly known as THE PROGRESSIVE RETIREMENT SECURITY PROGRAM)

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

THE PROGRESSIVE CORPORATION

6300 WILSON MILLS ROAD

MAYFIELD VILLAGE, OHIO 44143

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**REQUIRED INFORMATION**

See the attached Financial Statements with Auditors Report for The Progressive 401(k) Plan, for the years ended December 31, 2012 and 2011.

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Plan Administrative Committee, as Administrator of

The Progressive 401(k) Plan

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch

Title: Authorized Signatory

Date: June 25, 2013

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THE PROGRESSIVE 401(k) PLAN  
FINANCIAL STATEMENTS  
WITH  
REPORT OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM  
For the Years Ended  
December 31, 2012 and 2011

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**Report of Independent Registered Public Accounting Firm**

To the Administrative Committee of

The Progressive 401(k) Plan

We have audited the accompanying Statement of Net Assets Available for Benefits of The Progressive 401(k) Plan as of December 31, 2012 and 2011, and the related Statement of Changes in Net Assets Available for Benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying Schedule H- Schedule of assets held for investment purposes at end of year as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Meaden & Moore, Ltd.

Meaden & Moore, Ltd.

Certified Public Accountants

June 25, 2013

Cleveland, Ohio

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STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

The Progressive 401(k) Plan

(000 s omitted)

|  | December 31         |              |
|--|---------------------|--------------|
|  | 2012                | 2011         |
| <b>ASSETS</b>  |                     |              |
| Pending trade settlement   | \$ 222              | \$ 308       |
| Notes receivable from participants   | 57,287              | 50,762       |
| Investments, at Fair Value:  |                     |              |
| The Progressive Corporation Common Shares (cost: \$406,760 and \$377,808)                      | 572,930             | 523,938      |
| Other investments (cost: \$1,277,695 and \$1,133,221)  | 1,459,412           | 1,225,535    |
|  | <b>2,032,342</b>    | 1,749,473    |
| Net Assets Available for Benefits at Fair Value  | <b>2,089,851</b>    | 1,800,543    |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <b>(5,010)</b>      | (4,373)      |
| Net Assets Available for Benefits  | <b>\$ 2,084,841</b> | \$ 1,796,170 |

*See accompanying notes.*

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STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

The Progressive 401(k) Plan

(000 s omitted)

|  | Year Ended December 31 |              |
|--|------------------------|--------------|
|  | 2012                   | 2011         |
| Additions to Net Assets Attributed to:   |                        |              |
| Contributions:   |                        |              |
| Employer   | \$ 66,281              | \$ 63,860    |
| Participants   | 99,206                 | 94,858       |
| Rollovers  | 4,811                  | 2,490        |
|  | <b>170,298</b>         | 161,208      |
| Interest income on notes receivable from participants                                      | 2,306                  | 2,069        |
| Investment Income:   |                        |              |
| Net appreciation/(depreciation) in fair value of The Progressive Corporation Common Shares | 41,891                 | (8,921)      |
| Net appreciation/(depreciation) in fair value of other investments                         | 107,801                | (44,871)     |
| Dividends on The Progressive Corporation Common Shares                                     | 37,258                 | 10,815       |
| Interest and other dividends   | 41,570                 | 33,242       |
| Total Investment Income/(Loss)   | <b>228,520</b>         | (9,735)      |
| Deductions from Net Assets Attributed to:  |                        |              |
| Benefits paid to participants  | 101,057                | 96,733       |
| Employee stock ownership plan dividend distribution  | 10,872                 | 1,902        |
| Other expenses   | 524                    | 504          |
| Total Deductions   | <b>112,453</b>         | 99,139       |
| Net Increase   | <b>288,671</b>         | 54,403       |
| Net Assets Available for Benefits:   |                        |              |
| Beginning of Year  | <b>1,796,170</b>       | 1,741,767    |
| End of Year  | <b>\$ 2,084,841</b>    | \$ 1,796,170 |

*See accompanying notes.*

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**1 Description of the Plan**

Effective January 1, 2011, the Plan was amended to add provisions allowing participants to make Roth elective deferrals to the Plan.

The Progressive Corporation declared a \$1 extraordinary dividend payable on November 29, 2012 for shareholders of record as of November 21, 2012.

***General:***

The Plan is designed to encourage employee savings and provide benefits upon an employee's retirement, death, disability or termination of employment.

All employees of The Progressive Corporation (the Company) and certain of its subsidiaries that have adopted the Plan, who have met certain requirements are eligible to participate in the Plan after 30 calendar days from the date of employment (Covered Employee).

***Contributions:***

Participants may contribute to the Plan, on a pre-tax or post-tax basis, any combination up to 99.98% of eligible compensation. However, participants who are classified as highly compensated employees under federal tax law are subject to contribution limits that may vary from year to year. Participant contributions are matched 100% by the Company dollar-for-dollar up to 6% of participants' eligible compensation. Company contributions are payable out of net profits.

Various Internal Revenue Code regulations concerning both employee and Company contributions may limit the contribution amounts defined above. The Company has the right to limit these contributions to conform to applicable regulations.



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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**1 Description of the Plan, Continued*****Vesting:***

The portion of the participant's account in the Plan attributable to the participant's own contributions, including earnings thereon, vests immediately. Each participant is 100% vested in the Company's matching contributions made on or after January 1, 2009. Prior to January 1, 2009, each participant's interest in the Company's matching contributions vests under the following schedule, based on years of service:

| <b>Years of Service</b> | <b>Percentage</b> |
|-------------------------|-------------------|
| 1                       | 25%               |
| 2                       | 50%               |
| 3                       | 75%               |
| 4                       | 100%              |

Company matching contributions immediately vest if a participant reaches age 65, becomes disabled or dies while employed by the Company.

Forfeitures are being held pending reinstatements to rehired employees. Effective January 1, 2012, Fidelity began depositing stale outstanding checks back into the Plan. Company contribution forfeiture activity has been summarized below.

| <b>Description</b>                   | <b>2012</b> | <b>2011</b> |
|--------------------------------------|-------------|-------------|
| Beginning Forfeiture Balance         | \$ 86,307   | \$ 169,005  |
| Used to Reduce Company Contributions | (69,573)    | (125,000)   |
| Contributions Reinstated             | (20,510)    | (17,011)    |
| Contributions Forfeited              | 14,228      | 56,082      |
| Deposit of Stale Dated Checks        | 25,534      |             |
| Dividends                            | 2,078       | 3,231       |
| Ending Forfeiture Balance            | \$ 38,064   | \$ 86,307   |

***Investment Options for Company Match:***

Company matching contributions are invested according to participants' elections.

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**1 Description of the Plan, Continued**

***Notes Receivable from Participants:***

Participants may borrow up to 50% of their total vested account balance from a minimum of \$1,000 up to a maximum of \$50,000. Two loans may be outstanding at one time. The highest outstanding balance for prior loans plus any new loans may not exceed \$50,000 in a 12-month period. Loan repayment periods are up to four years. The loans are secured by the balance in the participant's account and bear interest at the same rate throughout the life of the loan.

At the beginning of each calendar quarter, the interest rate applied to new loans during that quarter is set at 1% above the prime rate. This interest rate remains constant over the life of the loan. Principal and interest are paid through bi-weekly payroll deductions. A \$35 loan initiation fee and a quarterly maintenance fee of \$3.75 will be deducted from the participant's account for each new loan.

Loan repayments may be suspended for up to (1) year in case of an approved leave of absence. Loans to participants on a leave of absence due to a Qualified Military Leave, will be automatically suspended for the period of the Qualified Military Leave.

Participants who terminate employment at the time a loan is outstanding may arrange with the Administrator to continue to repay the loan by method of automatic or electronic withdrawals or debits from a financial institution known as ACH debits.

**Self-Directed Retirement Plan (discontinued effective January 1, 2009)**

***General:***

The primary purpose of the SDRP was to provide benefits upon a participant's or former participant's retirement, death, disability or termination of employment.

Prior to January 1, 2009, all employees of the Company and certain of its subsidiaries that have adopted the Plan were eligible to participate in the Plan as of the entry date coincident with or immediately following the date such covered employee completed one year of service, had 1,000 hours of service within a service year and had attained age twenty-one (21).

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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**1 Description of the Plan, Continued****Contributions:**

The SDRP provided for the following contribution rates for employees who met the age and service requirements.

| <b>Contribution Rate</b> | <b>Length of Service</b>                 |
|--------------------------|--|
| 1%                       | One year but less than five years        |
| 2%                       | Five years but less than ten years       |
| 3%                       | Ten years but less than fifteen years    |
| 4%                       | Fifteen years but less than twenty years |
| 5%                       | Twenty years or more                     |

Contribution rates were applied to eligible compensation not exceeding the social security wage base.

**Vesting:**

Effective January 1, 2007, Progressive adopted a new vesting schedule for SDRP. SDRP contributions made before January 1, 2007 and any earnings on those contributions become 100% vested after completing 5 full years of service. SDRP contributions made after December 31, 2006 and any earnings on those contributions became 100% vested after 3 full years of service.

Company contributions fully vest if while employed by the Company, a participant retires at age 65, becomes permanently and totally disabled or dies.

Upon termination, non-vested Company contributions are forfeited. Effective January 1, 2012, Fidelity started a process where outstanding stale dated checks are deposited back into the Plan. SDRP forfeiture activity has been summarized below.

| <b>Description</b>                   | <b>2012</b> | <b>2011</b> |
|--------------------------------------|-------------|-------------|
| Beginning Forfeiture Balance         | \$ 151,705  | \$ 481,726  |
| Used to Reduce Company Contributions | (151,265)   | (325,000)   |
| Contributions Reinstated             | (12,855)    | (11,830)    |
| Contributions Forfeited              | 1,349       | 2,167       |
| Deposit of Stale Dated Checks        | 32,938      |             |
| Dividends                            | 1,762       | 4,642       |
| Ending Forfeiture Balance            | \$ 23,634   | \$ 151,705  |

**2 Summary of Significant Accounting Policies***Use of Estimates and Basis of Accounting*

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The accompanying financial statements have been prepared on an accrual basis of accounting in accordance with generally accepted accounting principles ( GAAP ).

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported and the accompanying notes. Actual results could differ from those estimates.

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**2 Summary of Significant Accounting Policies, Continued**

***Investment Valuation and Income Recognition:***

At the close of business on June 14, 2011, the Vanguard Total International Stock Index Fund-Investor Class was frozen to new contributions and exchanges in. This fund was liquidated and proceeds were invested in the Vanguard Total International Stock Index Fund-Institutional Class.

Effective February 10, 2012, the Vanguard Target Retirement 2005 Fund merged into the Vanguard Target Retirement Income Fund.

The fair value of investments in wrap contracts is determined using a discounted cash flow model which considers recent fee bids from recognized dealers, discount rate and the duration of the underlying portfolio of securities. The dealers may consider the following in the bid process: size of the portfolio, performance of the underlying portfolio, and the fair value to contract value ratio. For purposes of benefit responsive withdrawals, investments in wrap contracts are valued at contract value, which could be more or less than fair value. These investment contracts provide for benefit responsive withdrawals at contract value including those instances when, in connection with wrap contracts, underlying investment securities are sold to fund normal benefit payments prior to the maturity of such contracts.

The Fidelity Managed Income Portfolio II investment objective is to seek preservation of capital and a competitive level of income over time. To achieve its investment objective, the Portfolio invests in underlying assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and maintains a wrapper contract issued by a third-party. Fidelity Management Trust Company ( FMTC ) seeks to minimize the exposure of the Portfolio to credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. The Portfolio's ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**2 Summary of Significant Accounting Policies, Continued**

*Investment Valuation and Income Recognition, Continued:*

The investment contract and fixed income security commitments are backed solely by the financial resources of the issuer. Participant withdrawals and exchanges are paid at book value (principle and interest accrued to date) during the term of the contract. However, withdrawals prompted by certain events (e.g., an employer-initiated event such as a layoff, sale of a division, Plan termination, etc.) may be paid at market value, which may be less than book value. The portfolio strives to maintain a \$1 unit price, but cannot guarantee that it will be able to do so, and its yield will fluctuate.

The fair value of the Fidelity Managed Income Portfolio II investment contract at December 31, 2012 and 2011, was \$184,735,942 and \$179,994,825, respectively. The average yield was 1.73% and 1.92% and the crediting interest rate was 1.28% and 1.60% for 2012 and 2011, respectively. The crediting rate for this investment contract is reset annually by the issuer but cannot be less than zero.

The investment in The Progressive Corporation Stock Fund is valued at the last reported trade price on the New York Stock Exchange on the last business day of the year. Investments in the Brokerage Accounts are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year-end.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Investment securities are exposed to various risks such as interest rate, market and credit risks. Market values of securities fluctuate based on the magnitude of changing market conditions; significant changes in market conditions could materially affect the Plan's investments.

Security transactions in The Progressive Corporation Stock Fund are recorded on a trade date basis. All other security transactions are recorded on a settlement date basis. The use of a transaction or trade date basis would not have a material effect on the overall statements of net assets available for benefits or changes in net assets available for benefits as of December 31, 2012 or 2011.

The fair value of the wrapper investment is calculated by discounting the related cash flows based on current yields of similar instruments with comparable durations.

Realized gains and losses on the sale of securities are determined based on the average cost of the securities sold from the Trust's assets. Realized gains and losses on the distribution of Company Common Shares are determined based on the historical cost of the shares distributed.

Dividend income is recorded on the ex-dividend date. Interest and other income are recorded as earned on an accrual basis.

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**2 Summary of Significant Accounting Policies, Continued**

***Fair Value:***

As defined in FASB ASC 820, Fair Value Measurements, fair value is the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The accounting guidance establishes a framework for measuring fair value, establishes a fair value hierarchy based on inputs used to measure fair value, and expands disclosure about fair value measurements.

The Plan has categorized its financial instruments, based on the degree of subjectivity inherent in the valuation technique, into a fair value hierarchy of three levels, as follows:

Level 1: Inputs are unadjusted, quoted prices in active markets for identical instruments at the measurement date (e.g., U.S. Government securities and active exchange-traded equity securities).

Level 2: Inputs (other than quoted prices included within Level 1) that are observable for the instrument either directly or indirectly (e.g., certain common/collective trusts and unitized investment funds). This includes: (i) quoted prices for similar instruments in active markets, (ii) quoted prices for identical or similar instruments in markets that are not active, (iii) inputs other than quoted prices that are observable for the instruments, and (iv) inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3: Inputs that are unobservable. Unobservable inputs reflect the Plan's subjective evaluation about the assumptions market participants would use in pricing the financial instrument (e.g., certain structured securities and privately held investments).

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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**2 Summary of Significant Accounting Policies, Continued***Fair Value, Continued:*

The composition of the investment portfolio as of December 31 was:

| Description                | 12/31/2012              | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|----------------------------|-------------------------|--|---|--|
| <b>Mutual Funds:</b>       |                         |  |   |  |
| Growth funds               | \$ 343,463,036          | \$ 343,463,036   | \$  | \$   |
| Balanced funds             | 362,883,098             | 362,883,098  |   |  |
| Index funds                | 315,878,377             | 315,878,377  |   |  |
| Income funds               | 157,113,324             | 157,113,324  |   |  |
| Other funds                | 29,803,465              | 29,803,465   |   |  |
| <b>Total mutual funds</b>  | <b>1,209,141,300</b>    | <b>1,209,141,300</b>   |   |  |
| <b>Common Stocks:</b>      |                         |  |   |  |
| Insurance                  | 573,513,892             | 573,513,892  |   |  |
| Other                      | 31,168,561              | 31,168,561   |   |  |
| <b>Total common stocks</b> | <b>604,682,453</b>      | <b>604,682,453</b>   |   |  |
| Common/Collective Trusts   | 184,735,942             |  | 184,735,942   |  |
| Money Market               | 32,062,186              | 32,062,186   |   |  |
| Certificates of Deposit    | 163,697                 | 163,697  |   |  |
| Unitized Investment Funds  | 1,139,557               |  | 1,139,557   |  |
| Corporate Bonds            | 168,922                 | 168,922  |   |  |
| Government Bonds           | 95,533                  | 95,533   |   |  |
| Preferred Stock            | 44,552                  | 44,552   |   |  |
| Rights/Warrants/Options    | 108,262                 | 108,262  |   |  |
| <b>Total</b>               | <b>\$ 2,032,342,404</b> | <b>\$ 1,846,466,905</b>  | <b>\$ 185,875,499</b>                                     | <b>\$</b>  |



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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**2 Summary of Significant Accounting Policies, Continued***Fair Value, Continued:*

| Description                | 12/31/2011              | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
|----------------------------|-------------------------|--|---|--|
| <b>Mutual Funds:</b>       |                         |  |   |  |
| Growth funds               | \$ 289,046,732          | \$ 289,046,732   | \$  | \$   |
| Balanced funds             | 287,177,802             | 287,177,802  |   |  |
| Index funds                | 259,237,988             | 259,237,988  |   |  |
| Income funds               | 130,394,227             | 130,394,227  |   |  |
| Other funds                | 25,538,216              | 25,538,216   |   |  |
| <b>Total mutual funds</b>  | <b>991,394,965</b>      | <b>991,394,965</b>   |   |  |
| <b>Common Stocks:</b>      |                         |  |   |  |
| Insurance                  | 524,373,723             | 524,373,723  |   |  |
| Other                      | 24,145,233              | 24,145,233   |   |  |
| <b>Total common stocks</b> | <b>548,518,956</b>      | <b>548,518,956</b>   |   |  |
| Common/Collective Trusts   | 179,994,825             |  | 179,994,825   |  |
| Money Market               | 28,374,826              | 28,374,826   |   |  |
| Certificates of Deposit    | 148,871                 | 148,871  |   |  |
| Unitized Investment Funds  | 721,603                 |  | 721,603   |  |
| Corporate Bonds            | 151,159                 | 151,159  |   |  |
| Government Bonds           | 78,224                  | 78,224   |   |  |
| Preferred Stock            | 24,802                  | 24,802   |   |  |
| Rights/Warrants/Options    | 64,641                  | 64,641   |   |  |
| <b>Total</b>               | <b>\$ 1,749,472,872</b> | <b>\$ 1,568,756,444</b>  | <b>\$ 180,716,428</b>                                     | <b>\$</b>  |

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**2 Summary of Significant Accounting Policies, Continued**

***Funding:***

Participant and employer contributions are funded on a bi-weekly basis generally coincident with the pay date.

***Expenses:***

Administrative expenses of the Plan, including trust management, legal and other fees, are paid by the Company and are not expenses paid by the Plan. Investment management fees are expenses of the Plan, but are netted against investment income. Transaction fees for loan initiation, quarterly loan maintenance, exchanges of Company stock and short-term fund trading are paid from assets in participant accounts.

***Risks and Uncertainties:***

The Plan provides for several investment options, which are subject to various risks, such as interest rate, credit, foreign currency exchange rate and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the Statement of Net Assets Available for Benefits.

**3 Participant Accounts**

Each participant's account is credited with the participant's contributions and Company match, Company SDRP contributions prior to January 1, 2009 and an allocation of earnings. Allocations are based on the portion of each participant's account balance to the total account balances for all participants. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**3 Participant Accounts, Continued**

The Plan uses the share value method for allocating Plan earnings. The share values are determined on a daily basis and are presented excluding contributions receivable and benefits payable. The total number of shares and share values as of December 31, by fund, are as follows:

| Investment Options                                     | Total Number of<br>Shares | Net Asset<br>Share Value<br>(\$) |
|--|---------------------------|----------------------------------|
| <b>2012</b>  |                           |                                  |
| ABF Small Cap Value-Institutional                      | 1,386,342.24              | 21.30                            |
| Fidelity Diversified International Fund-K Shares       | 3,728,847.89              | 29.89                            |
| Fidelity Low-Priced Stock Fund-K Shares                | 2,479,089.75              | 39.47                            |
| Fidelity Managed Income Portfolio II-Class 3           | 179,725,956.97            | 1.00                             |
| Fidelity Mid-Cap Stock Fund-K Shares                   | 3,167,903.16              | 29.35                            |
| Fidelity Retirement Money Market Portfolio             | 32,062,185.67             | 1.00                             |
| Oakmark Equity and Income Fund-Class 1                 | 3,395,465.15              | 28.50                            |
| PIMCO Total Return-Institutional                       | 4,010,309.82              | 11.24                            |
| The Progressive Corporation Stock Fund                 | 27,153,094.97             | 21.10                            |
| Vanguard Growth Index-Institutional                    | 805,241.53                | 36.64                            |
| Vanguard Institutional Index Fund                      | 1,561,221.32              | 130.52                           |
| Vanguard Mid-Cap Index-Institutional                   | 659,902.57                | 22.52                            |
| Vanguard Small-Cap Index-Institutional                 | 315,854.73                | 38.76                            |
| Vanguard Target Retirement 2010 Fund                   | 439,397.62                | 24.13                            |
| Vanguard Target Retirement 2015 Fund                   | 780,082.84                | 13.38                            |
| Vanguard Target Retirement 2020 Fund                   | 1,513,725.19              | 23.83                            |
| Vanguard Target Retirement 2025 Fund                   | 1,733,860.36              | 13.59                            |
| Vanguard Target Retirement 2030 Fund                   | 2,731,589.17              | 23.38                            |
| Vanguard Target Retirement 2035 Fund                   | 2,283,192.04              | 14.09                            |
| Vanguard Target Retirement 2040 Fund                   | 1,780,176.51              | 23.18                            |
| Vanguard Target Retirement 2045 Fund                   | 1,749,366.74              | 14.55                            |
| Vanguard Target Retirement 2050 Fund                   | 563,062.28                | 23.09                            |
| Vanguard Target Retirement 2055 Fund                   | 54,656.75                 | 24.80                            |
| Vanguard Target Retirement Income Fund                 | 683,169.15                | 12.19                            |
| Vanguard Total Bond Market                             | 7,439,887.50              | 11.09                            |
| Vanguard Total International Stock Index-Institutional | 203,031.58                | 100.18                           |
| Vanguard Value Index Fund-Institutional                | 1,533,383.38              | 22.93                            |
| Wasatch Small Cap Growth Fund                          | 997,339.32                | 41.29                            |

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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**3 Participant Accounts, Continued**

| Investment Options                                     | Total Number of<br>Shares | Net Asset<br>Share Value (\$) |
|--|---------------------------|-------------------------------|
| <b>2011</b>  |                           |                               |
| ABF Small Cap Value-Institutional                      | 1,292,382.31              | 19.01                         |
| Fidelity Diversified International Fund-K Shares       | 3,631,007.24              | 25.48                         |
| Fidelity Low-Priced Stock Fund-K Shares                | 2,296,780.96              | 35.70                         |
| Fidelity Managed Income Portfolio II-Class 3           | 175,621,549.87            | 1.00                          |
| Fidelity Mid-Cap Stock Fund-K Shares                   | 3,051,298.44              | 26.64                         |
| Fidelity Retirement Money Market Portfolio             | 28,374,826.46             | 1.00                          |
| Oakmark Equity and Income Fund-Class 1                 | 3,220,984.82              | 27.05                         |
| PIMCO Total Return-Institutional                       | 2,807,847.10              | 10.87                         |
| The Progressive Corporation Stock Fund                 | 26,854,835.90             | 19.51                         |
| Vanguard Growth Index-Institutional                    | 650,038.91                | 31.79                         |
| Vanguard Institutional Index Fund                      | 1,498,486.47              | 115.04                        |
| Vanguard Mid-Cap Index-Institutional                   | 604,510.08                | 19.69                         |
| Vanguard Small-Cap Index-Institutional                 | 280,675.08                | 33.39                         |
| Vanguard Target Retirement 2005 Fund                   | 190,407.10                | 11.98                         |
| Vanguard Target Retirement 2010 Fund                   | 446,846.78                | 22.43                         |
| Vanguard Target Retirement 2015 Fund                   | 785,584.63                | 12.30                         |
| Vanguard Target Retirement 2020 Fund                   | 1,306,150.84              | 21.69                         |
| Vanguard Target Retirement 2025 Fund                   | 1,334,334.23              | 12.27                         |
| Vanguard Target Retirement 2030 Fund                   | 2,395,830.57              | 20.92                         |
| Vanguard Target Retirement 2035 Fund                   | 1,834,659.42              | 12.51                         |
| Vanguard Target Retirement 2040 Fund                   | 1,479,231.75              | 20.50                         |
| Vanguard Target Retirement 2045 Fund                   | 1,322,022.57              | 12.87                         |
| Vanguard Target Retirement 2050 Fund                   | 397,868.65                | 20.41                         |
| Vanguard Target Retirement 2055 Fund                   | 14,500.13                 | 21.86                         |
| Vanguard Target Retirement Income Fund                 | 393,097.26                | 11.53                         |
| Vanguard Total Bond Market                             | 6,845,885.56              | 11.00                         |
| Vanguard Total International Stock Index-Institutional | 185,276.34                | 87.32                         |
| Vanguard Value Index Fund-Institutional                | 1,403,736.86              | 20.47                         |
| Wasatch Small Cap Growth Fund                          | 879,317.54                | 37.81                         |

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## NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**4 Investments**

Participants can invest in any of the options offered under the Plan.

The following investments individually represent 5% or more of the Plan's net assets available for benefits as of December 31:

|  | 2012           | 2011           |
|--|----------------|----------------|
| Fidelity Managed Income Portfolio II-Class 3     | \$ 179,725,957 | \$ 175,621,550 |
| Vanguard Institutional Index Fund                | \$ 203,770,607 | \$ 172,385,883 |
| Fidelity Diversified International Fund-K Shares | \$ 111,455,264 | \$ 92,518,065  |
| The Progressive Corporation Common Shares        | \$ 572,930,304 | \$ 523,937,848 |

**5 Related Party Transactions**

The fund investment options include The Progressive Corporation Stock Fund. This fund consists of shares of the Company's common stock.

Certain Plan investment choices are Fidelity mutual funds managed by Fidelity Management & Research Company (FMR Co.). Fidelity Management Trust Company (FMTC) is the current trustee and along with FMR Co. is a subsidiary of FMR Corp. These transactions, therefore, qualify as related party transactions.

**6 Income Tax Status**

The Plan obtained its latest determination letter on June 6, 2002, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements. On December 7, 2009, the Plan applied for an updated determination letter.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The Plan administrator has analyzed tax positions taken by the Plan and has concluded that, as of December 31, 2012, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, currently no audits for any tax periods are in progress. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to December 31, 2009.

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NOTES TO FINANCIAL STATEMENTS

The Progressive 401(k) Plan

December 31, 2012 and 2011

**7 Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**8 Recent Accounting Pronouncements**

In May 2011, the FASB issued ASU 2011-04 to improve the consistency of fair value measurement and disclosure requirements between U.S. GAAP and International Financial Reporting Standards ( IFRS ). As a result, the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements changed. Further, ASU 2011-04 provides additional disclosure requirements surrounding Level 3 fair value measurements, the uses of nonfinancial assets in certain circumstances and identification of the level in the fair value hierarchy used for assets and liabilities which are not recorded at fair value, but where fair value is disclosed. The pronouncement had no effect on the financial statements.

**9 Subsequent Events**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements.

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## SCHEDULE H-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

Part IV Line 4i

The Progressive 401(k) Plan

Plan No. 003

EIN 34-0963169

December 31, 2012

| (a) | (b) Identity of Issue,<br>Borrower, Lessor,<br>or Similar Party | (c) Description of Investment Including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | (e) Current<br>Value |
|-----|---|--|----------------------|
| *   | Fidelity  | 2,479,089.75 shares of Fidelity Low-Price Stock Fund-K Shares  | \$ 97,849,673        |
| *   | Fidelity  | 3,728,847.89 shares of Fidelity Diversified International Fund-K Shares  | 111,455,264          |
| *   | Fidelity  | 3,167,903.16 shares of Fidelity Mid-Cap Stock Fund-K Shares  | 92,977,958           |
| *   | Fidelity  | 32,062,185.67 shares of Fidelity Retirement Money Market Portfolio   | 32,062,186           |
| * 2 | Fidelity  | 1,579.31 shares of Fidelity Cash Reserves  | 1,579                |
| * 1 | Fidelity  | 179,725,956.97 shares of Fidelity Managed Income Portfolio II-Class 3  | 179,725,957          |
|     | Brokerage Account   | Various Common Stocks  | 31,752,149           |
|     | Brokerage Account   | Various Mutual Funds   | 29,801,886           |
|     | Brokerage Account   | Various Preferred Stocks   | 44,552               |
|     | Brokerage Account   | Various Unitized Investment Funds  | 1,139,557            |
|     | Brokerage Account   | Various Rights/Warrants/Options  | 108,262              |
|     | Brokerage Account   | Various Certificates of Deposit  | 163,697              |
|     | Brokerage Account   | Various Corporate Bonds  | 168,922              |
|     | Brokerage Account   | Various Government Bonds   | 95,533               |
|     | American Beacon Advisors  | 1,386,342.24 of ABF Small Cap Value Fund-Institutional Class   | 29,529,090           |
|     | Harris Associates L.P.  | 3,395,465.15 shares of Oakmark Equity and Income Fund  | 96,770,757           |
|     | Pacific Investment Management Company                           | 4,010,309.82 shares of PIMCO Total Return Fund-Institutional Class   | 45,075,882           |
|     | The Vanguard Group  | 1,533,383.38 shares of Vanguard Value Index Fund-Institutional Class   | 35,160,481           |
|     | The Vanguard Group  | 203,031.58 shares of Vanguard Total International Stock<br>Fund-Institutional Class                              | 20,339,704           |
|     | The Vanguard Group  | 659,902.57 shares of Vanguard Mid-Cap Index Fund-Institutional Class   | 14,861,006           |
|     | The Vanguard Group  | 315,854.73 shares of Vanguard Small-Cap Index Fund-Institutional Class   | 12,242,529           |
|     | The Vanguard Group  | 805,241.53 shares of Vanguard Growth Index Fund-Institutional Class  | 29,504,050           |
|     | The Vanguard Group  | 1,561,221.32 shares of Vanguard Institutional Index Fund   | 203,770,607          |
|     | The Vanguard Group  | 7,439,887.50 shares of Vanguard Total Bond Market Fund   | 82,508,352           |
|     | The Vanguard Group  | 683,169.15 shares of Vanguard Target Retirement Income Fund  | 8,327,832            |
|     | The Vanguard Group  | 439,397.62 shares of Vanguard Target Retirement 2010 Fund  | 10,602,664           |
|     | The Vanguard Group  | 780,082.84 shares of Vanguard Target Retirement 2015 Fund  | 10,437,508           |
|     | The Vanguard Group  | 1,513,725.19 shares of Vanguard Target Retirement 2020 Fund  | 36,072,071           |
|     | The Vanguard Group  | 1,733,860.36 shares of Vanguard Target Retirement 2025 Fund  | 23,563,162           |
|     | The Vanguard Group  | 2,731,589.17 shares of Vanguard Target Retirement 2030 Fund  | 63,864,555           |
|     | The Vanguard Group  | 2,283,192.04 shares of Vanguard Target Retirement 2035 Fund  | 32,170,176           |
|     | The Vanguard Group  | 1,780,176.51 shares of Vanguard Target Retirement 2040 Fund  | 41,264,491           |
|     | The Vanguard Group  | 1,749,366.74 shares of Vanguard Target Retirement 2045 Fund  | 25,453,286           |
|     | The Vanguard Group  | 563,062.28 shares of Vanguard Target Retirement 2050 Fund  | 13,001,108           |
|     | The Vanguard Group  | 54,656.75 shares of Vanguard Target Retirement 2055 Fund   | 1,355,488            |

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|                               |  |                  |
|-------------------------------|--|------------------|
| Wasatch Advisors, Inc.        | 997,339.32 shares of Wasatch Small Cap Growth Fund                               | 41,180,141       |
|                               |  | 1,454,402,115    |
| * The Progressive Corporation | 27,153,094.97 shares of Progressive Corporation Common Stock                     | 572,930,304      |
| * Participant Loans           | 4.25% to 9.25% at various maturities; participant account balances as collateral | 57,286,887       |
|                               |  | \$ 2,084,619,306 |

- \* Party-in-interest
- 1 Amount represents contract value
- 2 Included in The Progressive Corporation Stock Fund for the recordkeeping of fractional shares of stock



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**THE PROGRESSIVE 401(k) PLAN**

**EXHIBIT INDEX**

| <b>EXHIBIT NO.<br/>UNDER<br/>REG.<br/>S-K ITEM 601</b> | <b>FORM 11-K<br/>EXHIBIT<br/>NO.</b> | <b>DESCRIPTION OF EXHIBIT</b>  |
|--|--------------------------------------|--|
| 23   | 23                                   | Consent of Meaden & Moore, Ltd., Independent Registered Public Accounting Firm, dated June 25, 2013, to incorporate by reference their report dated June 25, 2013. |