PROGRESSIVE CORP/OH/ Form 10-K/A April 28, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 10-K/A

(Mark One)		
þ Annual Report Pursuant	t to Section 13 or 15(d) of the	e Securities Exchange Act of 1934
For the fiscal year ended Decen	nber 31, 2004	
	or	
o Transition Report Pursu	ant to Section 13 or 15(d) of	the Securities Exchange Act of 1934
For the transition period from	to	
Commission file number	1-9518	
	THE PROGRESSIVE CO	<u>ORPORATION</u>
(I	Exact name of Registrant as sp	pecified in its charter)
Ohio		34-0963169
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification No.)
6300 Wilson Mills Road, Mayfield Village, Ohio		44143
(Address of principal executive offices)		(Zip Code)
	<u>(440) 461-50</u>	000
(1	Registrant s telephone numbe	er, including area code)
Securities registered pursuant to So	ection 12(b) of the Act:	
Title of each class		Name of each exchange on which registered

Common Shares, \$1.00 Par Value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None (Title of class)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes b No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). by Yes o No

The aggregate market value of the voting stock held by non-affiliates of the Registrant at June 30, 2004: \$16,909,135,762

The number of the Registrant s Common Shares, \$1.00 par value, outstanding as of January 31, 2005: 200,095,589

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant s Proxy Statement for the Annual Meeting of Shareholders held on April 15, 2005, filed on March 7, 2005 and the Annual Report to Shareholders for the year ended December 31, 2004, included as Exhibit 13 to the Form 10-K, are incorporated by reference in Parts I, II, III and IV hereof.

This Form 10-K/A amends the Registrant s Annual Report on Form 10-K for the year ended December 31, 2004, as filed on March 1, 2005. The sole purpose of this amendment is to correct Exhibits 31(A) and 31(B), Certifications of the Principal Executive Officer and of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The original Form 10-K exhibits inadvertently omitted certain required wording, which has been included in the attached amended exhibits.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(b) Exhibits Amended Exhibits 31(A) and 31(B) are submitted concurrently with this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE PROGRESSIVE CORPORATION

April 28, 2005

By: /s/ Glenn M. Renwick

Glenn M. Renwick

Director, President and Chief Executive

Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

*	Director, Chairman of the Board	April 28, 2005
Peter B. Lewis		2003
/s/ Glenn M. Renwick	Director, President and Chief Executive Officer	April 28,
Glenn M. Renwick		2005
/s/ W. Thomas Forrester	Vice President and Chief Financial Officer	April 28,
W. Thomas Forrester		2005
/s/ Jeffrey W. Basch	Vice President and Chief Accounting Officer	April 28, 2005
Jeffrey W. Basch		2003

*	Director	April 28, 2005		
Stephen R. Hardis		2003		
*	Director	April 28, 2005		
Bernadine P. Healy, M.D.		2003		
*	Director	April 28, 2005		
Jeffrey D. Kelly		2003		
*	Director	April 28, 2005		
Philip A. Laskawy		2003		
*	Director	April 28, 2005		
Norman S. Matthews		2003		
*	Director	April 28, 2005		
Patrick H. Nettles, Ph.D.		2003		
*	Director	April 28, 2005		
Donald B. Shackelford		2003		
*	Director	April 28, 2005		
Bradley T. Sheares, Ph.D.		2003		
* Charles E. Jarrett, by signing his name hereto, does sign this document on behalf of the persons indicated above pursuant to a power of attorney duly executed by such persons.				
By: /s/ Charles E. Jarrett		April 28, 2005		
Charles E. Jarrett Attorney-in-fact				

EXHIBIT INDEX

Exhibit No. Under Reg. S-K, <u>Item 601</u>	Form 10-Q Exhibit <u>Number</u>	Description of Exhibit	If Incorporated by Reference, Documents with Which Exhibit was Previously Filed with SEC
(24)	24	Powers of Attorney	Annual Report on Form 10-K (filed with SEC on March 1, 2005; Exhibit 24 therein)
(31)	31(A)	Certification of the Principal Executive Officer, Glenn M. Renwick, of The Progressive Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
(31)	31(B)	Certification of the Principal Financial Officer, W. Thomas Forrester, of The Progressive Corporation, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith