

PROGRESSIVE CORP/OH/
Form 8-K
December 10, 2001

Item 5. Other Events

On December 6, 2001, The Progressive Corporation (the Company) began an underwritten public offering of \$350 million aggregate principal amount of the Company 's 6.375% Senior Notes due 2012, to be issued under the Company 's previously filed Registration Statement on Form S-3 (File No. 333-73752) (the Registration Statement).

Item 7. Financial Statements and Exhibits

(c) Exhibits.

The following Exhibits are filed as part of this report and as an Exhibit to the Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
4.5	Third Supplemental Indenture dated December 7, 2001, between The Progressive Corporation and State Street Bank and Trust Company, as Trustee
4.6	Form of 6.375% Senior Notes due 2012

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 thereunto duly authorized.

Dated: December 7, 2001

THE PROGRESSIVE CORPORATION

By: */s/* Stephen D. Peterson

Name: Stephen D. Peterson

Title: *Treasurer*

EXHIBIT INDEX

Exhibit No. Under Reg. S-K Item 601	Form 8-K Exhibit No.	Description of Exhibit
4	4.5	Third Supplemental Indenture dated December 7, 2001, between The Progressive Corporation and State Street Bank and Trust Company, as Trustee
4	4.6	Form of 6.375% Senior Notes due 2012