

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Amendment No.:1*

Name of Issuer: Progressive Corporation

Title of Class of Securities: Common Stock

CUSIP Number: 74331510-3

Check the following line if a fee is being paid with this statement _____. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 74331510-3

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Janus Capital Corporation
EIN #84-0765359
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a. _____
b. X
3. SEC USE ONLY
4. CITIZENSHIP OF PLACE OF ORGANIZATION
Colorado

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
-0-
6. SHARED VOTING POWER
5,581,400
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER

5,581,400

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,581,400 **
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.8%
12. TYPE OF REPORTING PERSON
IA, CO

** See Item 4 of this filing

CUSIP No.: 74331510-3

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Kansas City Southern Industries, Inc.
EIN #44-0663509
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a. _____
b. X
3. SEC USE ONLY
4. CITIZENSHIP OF PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
WITH:

5. SOLE VOTING POWER
-0-
6. SHARED VOTING POWER
-0-
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
-0-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,581,400 ** Excludes shares that may be beneficially
owned by Janus Capital corporation as to
which beneficial ownership is disclaimed.
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
-0-
12. TYPE OF REPORTING PERSON
HC, CO

** See Item 4 of this filing

CUSIP No.: 74331510-3

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas H. Bailey
SS #523-60-3765
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a. _____
b. X

3. SEC USE ONLY
4. CITIZENSHIP OF PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
WITH:

5. SOLE VOTING POWER
-0-
6. SHARED VOTING POWER
5,581,400
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
5,581,400
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,581,400 **
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
7.8%

12. TYPE OF REPORTING PERSON
IN

** See Item 4 of this filing

CUSIP No.: 74331510-3

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Janus Fund
EIN #84-0592523

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
a.
b.

3. SEC USE ONLY
4. CITIZENSHIP OF PLACE OF ORGANIZATION
Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
WITH:

5. SOLE VOTING POWER
-0-
6. SHARED VOTING POWER
4,231,575
7. SOLE DISPOSITIVE POWER
-0-
8. SHARED DISPOSITIVE POWER
4,231,575
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,231,575 **
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
N/A
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12. TYPE OF REPORTING PERSON
IV

** See Item 4 of this filing

Item 1.

(a). Name of Issuer: Progressive Corporation ("Progressive")

(b). Address of Issuer's Principal Executive Offices:

6000 Parkland Boulevard
Mayfield Heights, Ohio 44124

Item 2.

(a).(b). Name and Principal Business Address of Persons Filing:

(1) Janus Capital Corporation ("Janus Capital")
100 Fillmore Street, Suite 300
Denver, Colorado 80206-4923

(2) Kansas City Southern Industries, Inc. ("KCSI")
114 West 11th Street
Kansas City, Missouri 64105

(3) Thomas H. Bailey ("Mr. Bailey")
100 Fillmore Street, Suite 300
Denver, Colorado 80206-4923

(4) Janus Fund
100 Fillmore Street, Suite 300
Denver, CO 80206-4923

(c). Citizenship: Janus Capital - Colorado
KCSI - Delaware
Mr. Bailey - USA
Janus Fund - Massachusetts

(d). Title of Class of Securities: Common Stock

(e). CUSIP Number: 74331510-3

Item 3. If this statement is filed pursuant to Rule 13d-1(b),
or 13d-2(b), check whether the person filing is a:

- (a). Broker or Dealer registered under Section 15 of the Act
- (b). Bank as defined in Section 3(a)(6) of the Act
- (c). Insurance Company as defined in Section 3(a)(19) of the Act
- (d). X Investment Company registered under Section 8 of the Investment Company Act
- (e). X Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f). Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(ii)(F)
- (g). X Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h). Group, in accordance with Section 240.13(d)-1(b)(1)(ii)(H)

KCSI owns approximately 81% and Mr. Bailey owns approximately 17.6% of Janus Capital (which is a registered investment adviser). KCSI is filing this joint statement solely as a result of such stock ownership which may be deemed to give it the ability to exert control over Janus Capital. In addition to being a stockholder of Janus Capital, Mr. Bailey serves as President and Chairman of the Board of Janus Capital and is

filing this joint statement with Janus Capital as a result of such stock ownership and positions which may be deemed to enable him to exercise control over Janus Capital. Janus Fund is an investment company registered under the Investment Company Act of 1940 (the "1940 Act") to which Janus Capital provides investment advice.

Item 4. Ownership

(a). Amount Beneficially Owned:

KCSI and Mr. Bailey do not own of record any shares of Progressive Common Stock, they have not engaged in any transaction in Progressive Common Stock, and they do not exercise any voting or investment power over shares of Progressive Common Stock. However, Mr. Bailey may be deemed to have the power to exercise or to direct the exercise of such voting and/or dispositive power that Janus Capital may have with respect to Progressive Common Stock held by Janus Capital's individual, institutional and mutual fund clients, as a result of his position as Chairman of the Board and President of Janus Capital. All shares reported herein have been acquired by such clients, and KCSI and Mr. Bailey specifically disclaim beneficial ownership over any shares of Progressive Common Stock that they or Janus

Capital may be deemed to beneficially own.

Janus Capital is a registered investment adviser which furnishes investment advice to individual and institutional clients ("Separately Managed Accounts"), to Janus Investment Fund ("JIF"), series of which include Janus Fund, Janus Venture Fund, Janus Growth and Income Fund, and Janus Enterprise Fund (the "Janus Funds") and to Janus Aspen Series ("Aspen"), one series of which is Janus Aspen Series - Aggressive Growth Portfolio ("Aspen Aggressive Growth"). JIF and Aspen are open-end management investment companies registered under the 1940 Act.

Janus Capital is also a 50% owner of Idex Management, Inc. which serves as the investment adviser to the mutual funds in the IDEX Group, including IDEX Fund, IDEX II Growth Portfolio, IDEX II Global Portfolio, and IDEX Fund 3 (the "IDEX Funds"), which are open-end management investment companies registered under the 1940 Act. Janus Capital furnishes investment advice to Idex Management, Inc. and serves as sub-adviser to the IDEX Funds.

Janus Capital serves as a sub-adviser to Western Reserve Life Assurance Company of Ohio which is the adviser to WRL Series Fund, Inc., an open-end management investment company registered under the 1940 Act, portfolios of which are WRL Series Fund, Inc. - Growth Portfolio ("WRL Growth") and WRL Series Fund, Inc. - Global Portfolio ("WRL Global"), referred to herein collectively as the WRL Portfolios. Janus Capital furnishes investment advice to the WRL Portfolios.

As a result of its role as investment adviser or sub-adviser to the Janus Funds, Aspen Aggressive Growth, the IDEX Funds, the WRL Portfolios and to the Separately Managed Accounts, Janus Capital may be deemed to be the beneficial owner of the shares of Progressive Common Stock held by such funds and accounts. In addition, due to his position as Chairman of the Board and President of Janus Capital, Mr. Bailey may be deemed to share beneficial ownership over such shares of Progressive Common Stock. However, Janus Capital and Mr. Bailey disclaim such

ownership.

Accordingly, the filing of this statement shall not be construed as an admission that KCSI, Mr. Bailey or

Janus Capital are, for purposes of Sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this statement.

Janus Fund	4,231,575
Janus Venture Fund	209,750
Janus Growth & Income Fund	88,100
Janus Enterprise Fund	190,000
IDEX Fund	39,025
IDEX II Growth Portfolio	54,900
IDEX II Global Portfolio	4,600
IDEX Fund 3	24,125
WRL Growth	81,950
WRL Global	900
Aspen Aggressive Growth	175
Separately Managed Accounts	656,300
Total	5,581,400

(b). Percent of Class:

Janus Fund	5.8%
Janus Venture Fund	.2%
Janus Growth & Income Fund	.1%
Janus Enterprise Fund	.2%
IDEX Fund	.1%
IDEX II Growth Portfolio	.1%
IDEX II Global Portfolio	.1%
IDEX Fund 3	.1%
WRL Growth	.1%
WRL Global	.1%
Aspen Aggressive Growth	.1%
Separately Managed Accounts	.8%
Total	7.8%

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote 0

(ii). shared power to vote or to direct the vote

Janus Fund	4,231,575
Janus Venture Fund	209,750
Janus Growth & Income Fund	88,100
Janus Enterprise Fund	190,000
IDEX Fund	39,025
IDEX II Growth Portfolio	54,900
IDEX II Global Portfolio	4,600
IDEX Fund 3	24,125
WRL Growth	81,950
WRL Global	900
Aspen Aggressive Growth	175
Separately Managed Accounts	656,300
Total	5,581,400

(iii). sole power to dispose or to direct the disposition of 0

(iv). shared power to dispose or to direct the disposition of

Janus Fund	4,231,575
Janus Venture Fund	209,750
Janus Growth & Income Fund	88,100
Janus Enterprise Fund	190,000
IDEX Fund	39,025
IDEX II Growth Portfolio	54,900

IDEX II Global Portfolio	4,600
IDEX Fund 3	24,125
WRL Growth	81,950
WRL Global	900
Aspen Aggressive Growth	175
Separately Managed Accounts	656,300
Total	5,581,400

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Janus Capital's Separately Managed Account clients and mutual funds, set forth in Item 4 above, have the right to receive all dividends from, and the proceeds from the sale of, the securities held in their respective accounts.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

KCSI is the majority owner of Janus Capital, a registered investment adviser and joint filer of this statement.

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

JANUS CAPITAL CORPORATION

By /s/ David C. Tucker 2/11/94
David C. Tucker, Vice President Date

JANUS FUND

By /s/ David C. Tucker 2/11/94
David C. Tucker, Vice President Date

KANSAS CITY SOUTHERN INDUSTRIES, INC.

By /s/ David C. Tucker 2/11/94

David C. Tucker

Date

Under Power of Attorney dated 2/10/94
On File with Schedule 13G for
Navigators Group, Inc. 2/11/94

THOMAS H. BAILEY

By /s/ David C. Tucker
David C. Tucker

2/11/94
Date

Under Power of Attorney dated 2/10/94
On File with Schedule 13G for
Navigators Group, Inc. 2/11/94

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Progressive Corporation and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the 11th day of February, 1994.

JANUS CAPITAL CORPORATION

By /s/ David C. Tucker
David C. Tucker, Vice President

JANUS FUND

By /s/ David C. Tucker
David C. Tucker, Vice President

KANSAS CITY SOUTHERN INDUSTRIES, INC.

By /s/ David C. Tucker
David C. Tucker

Under Power of Attorney dated 2/10/94
On File with Schedule 13G for
Navigators Group, Inc. 2/11/94

THOMAS H. BAILEY

By /s/ David C. Tucker
David C. Tucker

Under Power of Attorney dated 2/10/94
On File with Schedule 13G for
Navigators Group, Inc. 2/11/94