

BENEFICIALLY OWNED AS OF December 31, 1996	BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 249,700
		7 SOLE DISPOSITIVE POWER 4,479,805
		8 SHARED DISPOSITIVE POWER 500
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,480,305 (Not to be construed as an admission of beneficial ownership)		
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.2%		
12 TYPE OF REPORTING PERSON * IC		

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 743315103	13G	Page 3 of 14 Pages
1 NAME OF REPORTING PERSON AXA Assurances Vie Mutuelle		
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) [] (B) [X]		
3 SEC USE ONLY		
4 CITIZENSHIP OR PLACE OF ORGANIZATION France		
NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1996	BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 3,446,247
		6 SHARED VOTING POWER 249,700
		7 SOLE DISPOSITIVE POWER 4,479,805
		8 SHARED DISPOSITIVE POWER 500
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,480,305 (Not to be construed as an admission of beneficial ownership)		
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.2%		

12 | TYPE OF REPORTING PERSON *
|
| IC
|

* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----|-----|-----
CUSIP NO. 743315103	13G	Page 4 of 14 Pages

1 | NAME OF REPORTING PERSON
| Alpha Assurances I.A.R.D. Mutuelle
|
| S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
|

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
| (B) [X]

3 | SEC USE ONLY
|
|

4 | CITIZENSHIP OR PLACE OF ORGANIZATION
|
| France
|

NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1996	5 SOLE VOTING POWER 3,446,247 ----- -----
BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER 249,700 ----- -----
	7 SOLE DISPOSITIVE POWER 4,479,805 ----- -----
	8 SHARED DISPOSITIVE POWER 500 ----- -----

9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
| 4,480,305
| (Not to be construed as an admission of beneficial ownership)

10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
| SHARES * |-----|
| |-----|

11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
|
| 6.2%
|

12 | TYPE OF REPORTING PERSON *
|
| IC
|

* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----|-----|-----
CUSIP NO. 743315103	13G	Page 5 of 14 Pages

1 | NAME OF REPORTING PERSON
| Alpha Assurances Vie Mutuelle
|
| S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
|

2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []

(B) [X]

3|SEC USE ONLY

4|CITIZENSHIP OR PLACE OF ORGANIZATION

|France

NUMBER OF |5|SOLE VOTING POWER
SHARES | | 3,446,247

BENEFICIALLY |-----|
OWNED |6|SHARED VOTING POWER
AS OF | | 249,700

December 31, 1996 |-----|
BY EACH |7|SOLE DISPOSITIVE POWER
REPORTING | | 4,479,805

PERSON |-----|
WITH |8|SHARED DISPOSITIVE POWER
| | 500

9|AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
| 4,480,305

|(Not to be construed as an admission of beneficial ownership)

10|CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
|SHARES * |-----|

|-----|

11|PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

| 6.2%

12|TYPE OF REPORTING PERSON *

| IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----|
CUSIP NO. 743315103 |

13G

|-----| Page 6 of 14 Pages

1|NAME OF REPORTING PERSON

|AXA Courtage Assurance Mutuelle
|(formerly, Uni Europe Assurance Mutuelle)

|S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2|CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []

(B) [X]

3|SEC USE ONLY

4|CITIZENSHIP OR PLACE OF ORGANIZATION

|France

NUMBER OF |5|SOLE VOTING POWER
SHARES | | 3,446,247

BENEFICIALLY |-----|
OWNED |6|SHARED VOTING POWER
AS OF | | 249,700

December 31, 1996 |-----|
BY EACH |7|SOLE DISPOSITIVE POWER
REPORTING | | 4,479,805

PERSON |-----|
WITH |8|SHARED DISPOSITIVE POWER
| | 500

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,480,305 (Not to be construed as an admission of beneficial ownership)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.2%
12	TYPE OF REPORTING PERSON * IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 743315103	13G	Page 7 of 14 Pages
1	NAME OF REPORTING PERSON AXA S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) <input type="checkbox"/> (B) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION France	
	NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 1996	5 SOLE VOTING POWER 3,446,247 6 SHARED VOTING POWER 249,700 7 SOLE DISPOSITIVE POWER 4,479,805 8 SHARED DISPOSITIVE POWER 500
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,480,305 (Not to be construed as an admission of beneficial ownership)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.2%	
12	TYPE OF REPORTING PERSON * HC	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 743315103		13G	Page 8 of 14 Pages
1 NAME OF REPORTING PERSON			
THE EQUITABLE COMPANIES INCORPORATED			
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
13-3623351			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []			
(B) []			
3 SEC USE ONLY			
4 CITIZENSHIP OR PLACE OF ORGANIZATION			
State of Delaware			
NUMBER OF	5 SOLE VOTING POWER		
SHARES	3,446,247		
BENEFICIALLY	6 SHARED VOTING POWER		
OWNED	249,700		
AS OF	7 SOLE DISPOSITIVE POWER		
December 31, 1996	4,479,805		
BY EACH	8 SHARED DISPOSITIVE POWER		
REPORTING	500		
PERSON			
WITH			
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
4,480,305			
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
SHARES * -----			

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
6.2%			
12 TYPE OF REPORTING PERSON *			
HC			

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer: Page 9 of 14 Pages

Progressive Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

6300 Wilson Mills Rd.
Mayfield Vill., OH 44143

Item 2(a) Name of Person Filing:

Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances
Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances
Vie Mutuelle, and AXA Courtage Assurance Mutuelle, as a group
(collectively, the 'Mutuelles AXA'). AXA Courtage was formerly
known as Uni Europe Assurance Mutuelle.

AXA

The Equitable Companies Incorporated
(the 'Equitable Companies')

(Please contact Patrick Meehan at (212) 641-8234
with any questions.)

Item 2(b) Address of Principal Business Office:

Alpha Assurances I.A.R.D. Mutuelle and
Alpha Assurances Vie Mutuelle
100-101 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and
AXA Assurances Vie Mutuelle
21, rue de Chateaudun
75009 Paris France

AXA Courtage Assurance Mutuelle
(formerly, Uni Europe Assurance Mutuelle)
26, rue Louis le Grand
75002 Paris France

AXA
23, avenue Matignon
75008 Paris France

The Equitable Companies Incorporated
787 Seventh Avenue
New York, New York 10019

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Item 2(c) Citizenship:

Mutuelles AXA and AXA - France
Equitable Companies - Delaware

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

743315103

Item 3. Type of Reporting Person:

Equitable Companies as a parent holding company,
in accordance with 240.13d-1 (b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent
holding company.

AXA as a parent holding company.

Page 11 of 14 Pages

Item 4. Ownership as of December 31, 1996:

(a) Amount Beneficially Owned:

4,480,305 shares of common stock beneficially owned including:

	No. of Shares

The Mutuelles AXA, as a group	0
AXA	0
AXA Entity or Entities:	

acquired solely for investment purposes:	0

(Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

The Equitable Companies Incorporated 0
 Subsidiaries:

The Equitable Life Assurance Society of
 the United States acquired solely for
 investment purposes:
 Common Stock 168,500 168,500

Alliance Capital Management L. P.,
 acquired solely for investment purposes
 on behalf of client discretionary investment
 advisory accounts:
 Common Stock 4,295,205 4,295,205

Donaldson, Lufkin & Jenrette Securities
 Corporation held for investment purposes:
 Common Stock 500 500

Wood, Struthers & Winthrop Management Corp.
 acquired solely for investment purposes
 on behalf of client discretionary investment
 advisory accounts:
 Common Stock 16,100 16,100

Total 4,480,305
 =====

(Each of the above subsidiaries of The Equitable operates under
 independent management and makes independent decisions).

(B) Percent of Class: 6.2%

ITEM 4. Ownership as of December 31, 1996 (CONT.) Page 12 of 14 Pages

(c) Deemed Voting Power and Disposition Power:

	(i)	(ii)	(iii)	(iv)
	Deemed	Deemed	Deemed	Deemed
	to have	to have	to have	to have
	Sole Power	Shared Power	Sole Power	Shared Power
	to Vote	to Vote	to Dispose	to Dispose
	or to	or to	or to	or to
	Direct	Direct	Direct the	Direct the
	the Vote	the Vote	Disposition	Disposition
	-----	-----	-----	-----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities: -----				
NONE	0	0	0	0
The Equitable Companies Incorporated	0	0	0	0
Subsidiaries: -----				
The Equitable Life Assurance				

Society of the United States	0	168,500	168,500	0
Alliance Capital Management L. P.	3,430,147	81,200	4,295,205	0
Donaldson, Lufkin & Jenrette Securities Corporation	0	0	0	500
Wood, Struthers & Winthrop Management Corporation	16,100	0	16,100	0
TOTAL	3,446,247	249,700	4,479,805	500

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

Page 13 of 14 Pages

Item 5.

Ownership of Five Percent or Less of a Class:

 If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

()

Item 6.

Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7.

Identification and Classification of the Subsidiary which Acquired

 the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by Equitable Companies; AXA, which beneficially owns a majority interest in Equitable Companies; and the Mutuelles AXA, as a group which beneficially own a majority interest in AXA:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- () in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
NONE
- (X) in EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) THE EQUITABLE LIFE ASSURANCE SOCIETY OF THE UNITED STATES (13-5570651), an insurance company, a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) ALLIANCE CAPITAL MANAGEMENT L. P. (13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) DONALDSON, LUFKIN & JENRETTE SECURITIES CORPORATION (13-2741729), a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) WOOD, STRUTHERS & WINTHROP MANAGEMENT CORP. (13-2774791), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

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.

Signature

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.

Date: February 12, 1997

THE EQUITABLE COMPANIES INCORPORATED*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, Alpha Assurances I.A.R.D. Mutuelle, Alpha Assurances Vie Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, and AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 12, 1997

The Equitable Companies Incorporated

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; Alpha Assurances Vie Mutuelle; Alpha Assurances I.A.R.D. Mutuelle, AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)