

As filed with the Securities and Exchange Commission on April 10, 1995

Registration No. 33-37707

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

THE PROGRESSIVE CORPORATION  
(Exact name of registrant as specified in its charter)

OHIO  
(State or other jurisdiction of  
incorporation or organization)

34-0963169  
(I.R.S. Employer Identification  
Number)

6300 Wilson Mills Road, Mayfield Village, Ohio 44143  
(Address of Principal Executive Offices) (Zip Code)

THE PROGRESSIVE CORPORATION  
1990 DIRECTORS' STOCK OPTION PLAN  
(Full title of the plan)

David M. Schneider, Secretary  
The Progressive Corporation  
6300 Wilson Mills Road  
Mayfield Village, Ohio 44143  
(Name and address of agent for service)

(216) 461-5000  
(Telephone number, including area code, of agent for service)

Pursuant to Rule 416(a) under the Securities Act of 1933, the amount of securities registered under the Registration Statement shall include an indeterminate number of additional Common Shares that may become issuable pursuant to the anti-dilution provisions of the Plan.

POST-EFFECTIVE AMENDMENT NO. 1  
  
TO  
  
FORM S-8 REGISTRATION STATEMENT

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THE PROGRESSIVE CORPORATION

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REGISTRATION COVERS SHARES ISSUABLE  
TO PREVENT DILUTION RESULTING FROM STOCK  
SPLITS, STOCK DIVIDENDS OR SIMILAR TRANSACTIONS

On December 8, 1992, The Progressive Corporation (the "Company") effected a 3-for-1 split of the Company's Common Shares, \$1.00 par value (the "Common Shares"), in the form of a stock dividend. Pursuant to the anti-dilution provisions of The Progressive Corporation 1990 Directors' Stock Option Plan (the "Plan"), the number of Common Shares issuable under the Plan was increased from 150,000 to 450,000 as a result of the 3-for-1 stock split. Accordingly, the Company's Form S-8 Registration Statement (File No. 33-37707) (the "Registration Statement") is hereby amended to confirm the registration under the Securities Act of 1933, as amended (the "Act") of all 450,000 Common Shares issuable under the Plan. The Registration Statement is further amended to provide that, pursuant to Rule 416(a) under the Act, the amount of securities registered under the Registration Statement shall include an indeterminate number of additional Common Shares that may become issuable pursuant to the anti-dilution provisions of the Plan.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Mayfield Village, Ohio, on April 10, 1995.

THE PROGRESSIVE CORPORATION

By: /s/David M. Schneider  
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David M. Schneider, Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated below.

Signature -----	Title -----
- - - - - Peter B. Lewis* ----- Peter B. Lewis	Chairman of the Board, President and Director (Principal Executive Officer)
- - - - - /s/Charles B. Chokel ----- Charles B. Chokel	Principal Financial Officer
- - - - - /s/Jeffrey W. Basch	Principal Accounting Officer

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Jeffrey W. Basch  
  
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Milton N. Allen\*                    Director  
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Milton N. Allen  
  
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B. Charles Ames\*                   Director  
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B. Charles Ames  
  
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Stephen R. Hardis\*                  Director  
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Stephen R. Hardis

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Norman S. Matthews\*                  Director  
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Norman S. Matthews  
  
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Donald B. Shackelford\*               Director  
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Donald B. Shackelford  
  
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Paul B. Sigler\*                      Director  
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Paul B. Sigler

Dated: April 10, 1995

\* David M. Schneider, by signing his name hereto, does sign this document on behalf of the persons indicated above pursuant to powers of attorney duly executed by such persons and filed as an exhibit to the Registration Statement.

By:        /s/David M. Schneider  
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          David M. Schneider  
          Attorney-in-fact

Dated: April 10, 1995