

Securities and Exchange Commission  
Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 1993

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-9518

A. Full title of the plan and the address of the plan, if  
different from that of the issuer named below:

THE PROGRESSIVE CORPORATION  
LONG-TERM SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and  
the address of its principal executive office:

THE PROGRESSIVE CORPORATION  
6300 WILSON MILLS ROAD  
MAYFIELD VILLAGE, OHIO 44143

THE PROGRESSIVE CORPORATION  
LONG-TERM SAVINGS PLAN

\_\_\_\_\_  
FINANCIAL STATEMENTS  
AND SUPPLEMENTAL SCHEDULES

FOR THE YEARS ENDED DECEMBER 31, 1993 AND 1992

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors  
The Progressive Corporation:

We have audited the accompanying statements of net assets available for plan benefits of The Progressive Corporation Long-Term Savings Plan as of December 31, 1993 and 1992, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 1993 and 1992, and the changes in net assets available for plan benefits for the years then ended in conformity with generally accepted accounting principles.

As discussed in Note 8 to the financial statements, in 1993 the Plan changed its method of accounting for benefits payable.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules listed on page 1 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Coopers & Lybrand

Cleveland, Ohio  
June 24, 1994

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THE PROGRESSIVE CORPORATION  
LONG-TERM SAVINGS PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
DECEMBER 31, 1993 AND 1992  
-----  
(000's omitted)

ASSETS	1993	1992
-----	-----	-----
Investments, at fair value:		
Progressive Corporation common shares	\$ 92,490	\$65,051
Other investments	12,439	13,676
Other securities	8,815	4,380
	-----	-----
	113,744	83,107
	-----	-----
Receivables:		
Employer's contribution	158	71
Participants' contributions	371	191
Participants' loans	2,720	1,629
Accrued interest and dividends	66	191
	-----	-----
	3,315	2,082
	-----	-----
Cash and cash equivalents	826	425
	-----	-----
Total assets	117,885	85,614
	-----	-----
LIABILITIES		
-----		
Benefits payable (Note 8)	--	2,126
	-----	-----
Net Assets Available for Plan Benefits	\$117,885	\$83,488
	=====	=====

<FN>

The accompanying notes are an integral part  
of these financial statements.

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THE PROGRESSIVE CORPORATION  
LONG-TERM SAVINGS PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
FOR THE YEARS ENDED DECEMBER 31, 1993 AND 1992  
-----  
(000's omitted)

	1993	1992
	-----	-----
Additions to Net Assets Attributed to:		
Investment income:		
Net appreciation in fair value of Progressive Corporation common shares	\$25,374	\$24,991
Net appreciation (depreciation) in fair value of other investments	14	(3)
Net appreciation in fair value of other securities	268	323
Dividends on Progressive Corporation common shares	448	434
Interest and other dividends	1,128	1,046
	-----	-----
	27,232	26,791
	-----	-----
Contributions:		
Employer	3,910	3,447
Participants	9,316	8,044
	-----	-----
	13,226	11,491
	-----	-----
Total additions	40,458	38,282
	-----	-----
Deductions from Net Assets Attributed to:		
Benefits paid to participants	(8,187)	(13,298)
Cumulative effect of change in accounting principle	2,126	--
	-----	-----
Net increase	34,397	24,984
	-----	-----
Net Assets Available for Plan Benefits:		
Beginning of year	83,488	58,504
	-----	-----
End of year	\$117,885	\$83,488
	=====	=====

<FN>

The accompanying notes are an integral part of these financial statements.

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NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN:

-----  
The following description of The Progressive Corporation Long-Term Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

A. GENERAL:

-----  
The primary purposes of the Plan are to encourage employee savings, to facilitate employee ownership of The Progressive Corporation (the "Company") common shares and to provide benefits upon an employee's retirement, death, disability or termination of employment.

All employees of the Company and certain of its subsidiaries that have adopted the Plan, who are not classified by the Company as temporary employees for whom employment is on a task or project basis for a period of less than six months, are eligible to participate in the Plan after 30 calendar days from the date of employment ("Covered Employee").

Effective July 1, 1993, the Plan discontinued the Stein Roe funds and offered seven Vanguard mutual funds in their place. Also, as the State Street Selection Fund contracts expire, the funds are

being invested in the Vanguard Variable GIC Fund.

B. CONTRIBUTIONS:

-----

Plan participants may contribute to the Plan on a pre- or post-tax basis, including the Company's contribution, up to 18% of eligible compensation. However, if earnings are greater than \$64,245 and \$62,345 in 1993 and 1992, respectively, participants' contributions to the Plan are limited to 7% on a pre-tax basis and 6% on a post-tax basis of eligible compensation. Participant contributions are matched 100% by the Company up to 1% of participant's compensation and 50% of contributions above 1% of compensation up to the next 4% of compensation. Company contributions are payable out of net profits. Total participant and employer contributions are limited to a \$30,000 per year maximum.

Various Internal Revenue Code regulations concerning both employee and Company contributions may limit the contribution amounts defined above. The Company has the right to limit these contributions to conform with applicable regulations.

C. PARTICIPANT ACCOUNTS:

-----

Each participant's account is credited with the participant's contribution, the Company match and an allocation of Plan earnings. Allocations are based on the portion of each participant's account balance to the total account balances for all Plan participants within each individual fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

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C. PARTICIPANT ACCOUNTS: (continued)

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Effective July 1, 1993, the Plan converted to the unit value method for allocating Plan earnings. The unit values are determined on a daily basis and are presented excluding contributions receivable and benefits payable. The total number of units and unit values as of December 31, 1993 by fund are as follows:

Investment Options -----	Total Number of Units -----	Net Asset Unit Value -----
Company Common Shares	74,946.01212	\$1,239.86160
Guaranteed Interest Fund	9,549.54127	1,035.32479
Explorer Fund	894.62882	1,136.99912
International Growth Fund	1,082.44745	1,238.84541
US Growth Fund	4,109.04482	1,043.48211
Index Trust 500 Fund	1,106.80110	1,051.84882
Star Fund	949.11309	1,046.72550
Bond Index Fund	1,579.38742	1,009.79463
Money Market Reserves	1,295.90220	1,012.99114

D. VESTING:

-----

The portion of an employee's participation in the Plan attributable to the participant's own contributions, including earnings thereon, vests immediately. Each participant's interest in the Company's matching contributions vests under the following schedule, based on years of service:

Years of Service -----	Nonforfeitable Percentage -----
1	25%
2	50%
3	75%
4	100%

Company matching contributions immediately vest if a participant reaches age 65, becomes disabled or dies. Company contributions forfeited during 1993 and 1992 were approximately \$186,000 and \$414,000, respectively. During 1993 and 1992, accumulated forfeitures were used to reduce Company contributions by \$15,000 and \$174,000, respectively.

As of December 31, 1993 and 1992, total accumulated forfeiture balances were \$737,000 and \$420,000, respectively. These forfeitures are being held pending reinstatements to rehired employees.

Effective October 1, 1991, the Company no longer contributes partnership shares to participants upon becoming a covered employee. Effective July 1, 1993, these shares were no longer allowed to be contributed to the Plan by employees.

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NOTES TO FINANCIAL STATEMENTS, CONTINUED  
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E. PAYMENT OF BENEFITS:  
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A participant, former participant or beneficiary shall receive in the form of a lump sum payment, the value of his or her account payable in cash or Company common shares (if invested in the Progressive Stock Fund at termination) as elected by the participant. However, if a participant's entire account consists of only the partnership share, the distribution shall be in cash.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:  
-----

A. INVESTMENT VALUATION:  
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The investment in Common Shares of The Progressive Corporation is valued at the last reported trade price on the New York Stock Exchange on the last business day of the year. Investments in the Stein Roe & Farnham Stock Fund, Inc., Stein Roe Bond Fund, Inc., Vanguard Explorer Fund, Vanguard World Fund International Growth Portfolio, Vanguard World Fund U.S. Growth Portfolio, Vanguard Index Trust "500" Portfolio, Vanguard Star Fund and Vanguard Bond Index Fund are valued at market. Investments in guaranteed investment contracts issued by Vanguard and State Street Bank and Vanguard Money Market Reserves Inc. Prime Portfolio and Stein Roe Cash Reserves are valued at market, which approximates cost.

The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

B. BENEFITS PAYABLE:  
-----

Benefits payable represents the Plan's liability to separated participants who elected a distribution for vested benefits and

participant withdrawals for which no distribution has been made (see Note 8).

C. OTHER:

-----

Security transactions are recorded on a settlement date basis. The use of a transaction or trade date basis would not have a material effect on the overall financial position or results of the Plan at December 31, 1993 or 1992.

Realized gains and losses on the sale of securities are determined based on the average cost of the securities sold. Realized gains and losses on the distribution of Company common shares are determined based on the historical cost of the shares distributed.

Dividend income is recorded on the ex-dividend date. Interest and other income are recorded as earned on the accrual basis.

Administrative expenses of the Plan, including trust management, legal, and audit fees are paid by the Company and are not expenses of the Plan. Investment management fees are expenses of the Plan and are netted against interest income.

Certain amounts in the financial statements for 1992 were reclassified to conform with the 1993 presentation.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

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3. INVESTMENT PROGRAMS:

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All of the Company's stock fund matching contributions are invested in the common shares of the Company, and dividends paid are used to purchase additional shares for the Plan.

Participants have the option of investing their contributions in common shares of the Company, bond, stock and money market funds, a guaranteed interest fund or any combination thereof. Income generated from these funds is reinvested in the respective funds. At December 31, 1993 and 1992, there were 5,543 and 5,458 Plan participants, respectively, with contributions in one or more of the following funds:

Investment Options -----	Number of Participants -----	
	1993 ----	1992 ----
Company Common Shares	5,543	5,458
Stock Mutual Fund	--	1,338
Bond Mutual Fund	--	583
Money Market Mutual Fund	--	686
Guaranteed Interest Fund	1,849	2,349
Explorer Fund	514	--
International Growth Fund	444	--
US Growth Fund	1,434	--
Index Trust 500 Fund	642	--
Star Fund	636	--
Bond Index Fund	759	--
Money Market Reserves	664	--

<FN>

The total number of participants in the Plan is less than the sum of the number of participants shown above because many were participating in more than one fund.

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## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 4. INVESTMENTS:

The Plan investments at December 31, were as follows:

(000's omitted except number of shares or units)

1993	Number of Shares or Units	Cost	Fair Value
-----			
Common Shares			
-----			
The Progressive Corporation	2,283,702	\$29,560	\$92,490
-----			
Other Investments			
-----			
State Street Bank			
Selection Fund Contracts	7,872,374	7,872	7,872
Vanguard Variable GIC Fund	1,704,754	1,705	1,705
Vanguard Bond Index Fund	158,146	1,618	1,591
Vanguard Money Market			
Reserves Inc. Prime Portfolio	1,271,254	1,271	1,271
		-----	-----
		12,466	12,439
		-----	-----
Other Securities			
-----			
Vanguard Explorer Fund	22,660	1,023	1,022
Vanguard World Fund International			
Growth Portfolio	97,160	1,131	1,313
Vanguard World Fund US Growth Portfolio	289,424	4,214	4,321
Vanguard Index Trust "500" Portfolio	26,645	1,137	1,168
Vanguard Star Fund	73,901	1,004	991
		-----	-----
		8,509	8,815
		-----	-----
TOTAL ASSETS HELD FOR INVESTMENT		\$50,535	\$113,744
		=====	=====
1992			
-----			
Common Shares			
-----			
The Progressive Corporation	2,233,505	\$25,432	\$65,051
-----			
Other Investments			
-----			
State Street Bank			
Selection Fund Contracts	11,139,343	11,139	11,139
Stein Roe Cash Reserves	1,306,192	1,306	1,306
Stein Roe Bond Fund, Inc.	136,814	1,194	1,231
		-----	-----
		13,639	13,676
		-----	-----
Other Securities			
-----			
Stein Roe & Farnham			
Stock Fund, Inc.	171,137	3,694	4,380
		-----	-----
TOTAL ASSETS HELD FOR INVESTMENT		\$42,765	\$83,107
		=====	=====

&lt;FN&gt;



The number of Progressive Corporation shares at December 31, 1992 were adjusted for a 3-for-1 stock split.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

5. FEDERAL INCOME TAXES:

The Company has received a determination from the Internal Revenue Service (the "IRS") that the Plan is a qualified plan under applicable sections of the Internal Revenue Code and is, therefore, exempt from federal taxation under current tax laws.

6. RIGHT TO TERMINATE:

The Company expects to continue the Plan indefinitely, but reserves the right at any time to alter, suspend, discontinue or terminate the Plan at the discretion of the Company or upon disqualification by the IRS. In the unlikely event the Plan is terminated, all assets in the trust fund must be solely for distributions to Plan participants except for employer contributions made within one year of the Plan being disqualified by the IRS.

7. WORK-FORCE REDUCTION:

During the first quarter of 1992, the Company implemented a work-force reduction plan. As a result, approximately \$7,600,000 of the net assets available for Plan benefits at December 31, 1991 became available for distribution in 1992 and years thereafter to certain participants who were active in the Plan at December 31, 1991.

8. ACCOUNTING CHANGE:

The American Institute of Certified Public Accountants "Audit and Accounting Guide for Audits and Employee Benefit Plans, with conforming changes as of May 1, 1993," no longer allows amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid as of the Plan's year-end to be reflected as Plan liabilities in the Statement of Net Assets Available for Plan Benefits. As a result, adoption of this guidance has been reflected in the Plan's 1993 financial statements as a cumulative effect of change in accounting principle, thereby increasing the Net Assets Available for Plan Benefits and the Net Increase in Net Assets Available for Plan Benefits at December 31, 1993 and the year then ended by approximately \$2,126,000. The amounts that would have been reflected as benefits payable prior to this guidance by fund are as follows:

Company Common Shares	\$ 82,000
Guaranteed Interest Fund	2,000
Explorer Fund	9,000
International Growth Fund	3,000
US Growth Fund	10,000
Index Trust 500 Fund	4,000
Star Fund	2,000
Bond Index Fund	1,000
Money Market Reserves	2,000
	-----
Total	\$115,000
	=====

NOTES TO FINANCIAL STATEMENTS, CONTINUED

9. RECONCILIATION WITH THE 5500:

Accounting guidance for financial statement presentation does not allow amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid as of the Plan's year-end to be reflected as a Plan liability in the statement of net assets available for Plan benefits. Instructions to Form 5500, however, require presentation of the aforementioned amounts as Plan liabilities at the Plan's year-end. As a result, lines 31 (g) and (k) (end-of-year column) of the Form 5500 exceed those amounts reflected in the financial statements by \$115,135.

10. ASSET ALLOCATION:

The allocation of net assets and changes in net assets for the separate investment programs follows on pages 12 through 15.

NOTES TO FINANCIAL STATEMENTS, CONTINUED

10. Asset Allocation, continued

ALLOCATION OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
TO INVESTMENT PROGRAMS  
December 31, 1993  
(000's omitted)

	Progressive Stock Fund	Stock Mutual Fund	Bond Mutual Fund	Money Market Mutual Fund	Guaranteed Interest Fund	Loan Fund	Explorer Fund	International Growth Fund
<b>ASSETS</b>								
Investments, at fair value:								
Progressive Corporation common shares	\$92,490	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Other investments	--	--	--	--	9,577	--	--	--
Other securities	--	--	--	--	--	--	1,022	1,313
	92,490	--	--	--	9,577	--	1,022	1,313
Receivables:								
Employer's contribution	158	--	--	--	--	--	--	--
Participants' contributions	203	--	--	--	40	--	14	13
Participants' loans	--	--	--	--	--	2,720	--	--
Accrued interest and dividends	--	--	--	--	65	--	--	--
	361	--	--	--	105	2,720	14	13
Cash and cash equivalents	579	--	--	--	247	--	--	--
<b>Total assets</b>	<b>93,430</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>9,929</b>	<b>2,720</b>	<b>1,036</b>	<b>1,326</b>
<b>LIABILITIES</b>								
Benefits payable (Note 8)	--	--	--	--	--	--	--	--
Interfund payable/(receivable)	64	--	--	--	--	--	(4)	(31)
<b>Total liabilities</b>	<b>64</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(4)</b>	<b>(31)</b>
<b>Net Assets Available for Plan Benefits</b>	<b>\$93,366</b>	<b>\$ --</b>	<b>\$ --</b>	<b>\$ --</b>	<b>\$9,929</b>	<b>\$2,720</b>	<b>\$1,040</b>	<b>\$1,357</b>

	US Growth Fund	Index Trust 500 Fund	Star Fund	Bond Index Fund	Money Market Reserves	Total Plan
<b>ASSETS</b>						
Investments, at fair value:						
Progressive Corporation common shares	\$ --	\$ --	\$ --	\$ --	\$ --	\$92,490
Other investments	--	--	--	1,591	1,271	12,439
Other securities	4,321	1,168	991	--	--	8,815
	4,321	1,168	991	1,591	1,271	113,744

-----						
Receivables:						
Employer's contribution	--	--	--	--	--	158
Participants' contributions	41	19	18	15	8	371
Participants' loans	--	--	--	--	--	2,720
Accrued interest and dividends	--	--	--	--	1	66
	41	19	18	15	9	3,315
Cash and cash equivalents	--	--	--	--	--	826
Total assets	4,362	1,187	1,009	1,606	1,280	117,885
-----						
LIABILITIES						
Benefits payable (Note 8)	--	--	--	--	--	--
Interfund payable/(receivable)	23	--	(4)	(5)	(43)	--
Total liabilities	23	--	(4)	(5)	(43)	--
-----						
Net Assets Available for Plan Benefits	\$4,339	\$1,187	\$1,013	\$1,611	\$1,323	\$117,885
=====						

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NOTES TO FINANCIAL STATEMENTS, CONTINUED

10. Asset Allocation, continued

ALLOCATION OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
TO INVESTMENT PROGRAMS  
December 31, 1992  
(000's omitted)

	Progressive Stock Fund	Stock Mutual Fund	Bond Mutual Fund	Money Market Mutual Fund	Guaranteed Interest Fund	Loan Fund	Total Plan
-----							
ASSETS							
Investments, at fair value:							
Progressive Corporation common shares	\$65,051	\$ --	\$ --	\$ --	\$ --	--	\$65,051
Other investments	--	--	1,231	1,306	11,139	--	13,676
Other securities	--	4,380	--	--	--	--	4,380
	65,051	4,380	1,231	1,306	11,139	--	83,107
-----							
Receivables:							
Employer's contribution	71	--	--	--	--	--	71
Participants' contributions	79	33	7	4	68	--	191
Participants' loans	--	--	--	--	--	1,629	1,629
Accrued interest and dividends	1	--	--	--	190	--	191
	151	33	7	4	258	1,629	2,082
-----							
Cash and cash equivalents	415	1	1	1	7	--	425
Total assets	65,617	4,414	1,239	1,311	11,404	1,629	85,614
-----							
LIABILITIES							
Benefits payable	1,597	107	15	86	321	--	2,126
Net Assets Available for Plan Benefits	\$64,020	\$4,307	\$1,224	\$1,225	\$11,083	\$1,629	\$83,488
=====							

NOTES TO FINANCIAL STATEMENTS, CONTINUED

10. Asset Allocation, continued

ALLOCATION OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
TO INVESTMENT PROGRAMS  
December 31, 1993  
(000's omitted)

	Progressive Stock Fund	Stock Mutual Fund	Bond Mutual Fund	Money Market Mutual Fund	Guaranteed Interest Fund	Loan Fund	Explorer Fund	International Growth Fund
-----								
Additions to Net Assets								
Attributed to:								
Net appreciation in fair value of Progressive Corporation common shares	\$25,374	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Net appreciation (depreciation) in fair value of other investments	--	--	38	--	--	--	--	--
Net appreciation (depreciation) in fair value of other securities	--	(197)	--	--	--	--	106	187
Dividends on Progressive Corporation common shares	448	--	--	--	--	--	--	--
Interest and other dividends	10	7	49	18	718	164	3	11
	25,832	(190)	87	18	718	164	109	198
-----								
Contributions:								
Employer	3,910	--	--	--	--	--	--	--
Participants	4,721	893	191	111	1,601	--	171	147
	8,631	893	191	111	1,601	--	171	147
-----								
Total additions	34,463	703	278	129	2,319	164	280	345
-----								
Deductions from Net Assets								
Attributed to:								
Benefits paid to participants	(6,373)	(251)	(64)	(114)	(965)	(197)	(15)	(4)
Cumulative effect of change in accounting principle	1,597	107	15	86	321	--	--	--
Interfund transfers	(341)	(4,866)	(1,453)	(1,326)	(2,829)	1,124	775	1,016
	29,346	(4,307)	(1,224)	(1,225)	(1,154)	1,091	1,040	1,357
-----								
Net Assets Available for Plan Benefits:								
Beginning of year	64,020	4,307	1,224	1,225	11,083	1,629	--	--
	\$93,366	\$ --	\$ --	\$ --	\$ 9,929	\$2,720	\$1,040	\$1,357
=====								

	US Growth Fund	Index Trust 500 Fund	Star Fund	Bond Index Fund	Money Market Reserves	Total Plan
-----						
Additions to Net Assets						
Attributed to:						
Net appreciation in fair value of Progressive Corporation common shares	\$ --	\$ --	\$ --	\$ --	\$ --	\$25,374
Net appreciation (depreciation) in fair value of other investments	--	--	--	(24)	--	14
Net appreciation (depreciation) in fair value of other securities	120	33	19	--	--	268
Dividends on Progressive Corporation common shares	--	--	--	--	--	448
Interest and other dividends	60	17	15	39	17	1,128
	180	50	34	15	17	27,232
-----						
Contributions:						
Employer	--	--	--	--	--	3,910
Participants	658	265	237	202	119	9,316
	658	265	237	202	119	13,226
-----						
Total additions	838	315	271	217	136	40,458
-----						
Deductions from Net Assets						
Attributed to:						
Benefits paid to participants	(88)	(10)	(21)	(34)	(51)	(8,187)
Cumulative effect of change in accounting principle	--	--	--	--	--	2,126
Interfund transfers	3,589	882	763	1,428	1,238	--
	4,339	1,187	1,013	1,611	1,323	34,397
-----						
Net Assets Available for Plan Benefits:						
Beginning of year	--	--	--	--	--	83,488
	\$4,339	\$1,187	\$1,013	\$1,611	\$1,323	\$117,885
=====						

## NOTES TO FINANCIAL STATEMENTS, CONTINUED

## 10. Asset Allocation, continued

ALLOCATION OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
TO INVESTMENT PROGRAMS  
for the year ended December 31, 1992  
(000's omitted)

	Progressive Stock Fund	Stock Mutual Fund	Bond Mutual Fund	Money Market Mutual Fund	Guaranteed Interest Fund	Loan Fund	Total Plan
Additions to Net Assets Attributed to:							
Investment income:							
Net appreciation in fair value of Progressive Corporation common shares	\$ 24,991	\$ --	\$ --	\$ --	\$ --	\$ --	\$24,991
Net (depreciation) in fair value of other investments	--	--	(3)	--	--	--	(3)
Net appreciation in fair value of other securities	--	323	--	--	--	--	323
Dividends on Progressive Corporation common shares	434	--	--	--	--	--	434
Interest and other dividends	12	24	77	46	753	134	1,046
	25,437	347	74	46	753	134	26,791
Contributions:							
Employer	3,447	--	--	--	--	--	3,447
Participants	3,672	1,559	311	244	2,258	--	8,044
	7,119	1,559	311	244	2,258	--	11,491
Total additions	32,556	1,906	385	290	3,011	134	38,282
Deductions from Net Assets Attributed to:							
Benefits paid to participants	(9,467)	(610)	(147)	(307)	(2,439)	(328)	(13,298)
Interfund Transfers	(681)	273	90	(90)	186	222	--
Net increase (decrease)	22,408	1,569	328	(107)	758	28	24,984
Net Assets Available for Plan Benefits							
Beginning of year	41,612	2,738	896	1,332	10,325	1,601	58,504
End of year	\$64,020	\$4,307	\$1,224	\$1,225	\$11,083	\$1,629	\$83,488

THE PROGRESSIVE CORPORATION LONG-TERM SAVINGS PLAN  
ITEM 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
for the year ended December 31, 1993

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE	COST	CURRENT VALUE
The Progressive Corporation*	2,283,702 Progressive Corporation Common Stock	\$29,560,203	\$92,489,931
State Street Bank	7,872,374 shares of State Street Bank selection Fund 1991-J2 various contracts	7,872,374	7,872,374
Vanguard	1,704,754 shares of Vanguard Variable GIC Fund	1,704,754	1,704,754
Vanguard	158,146 shares of Vanguard Bond Index Fund	1,617,798	1,590,950
Vanguard	1,271,254 shares of Vanguard Money Market Reserves, Inc.	1,271,254	1,271,254
Vanguard	22,660 shares of Vanguard Explorer Fund	1,022,727	1,022,200
Vanguard	97,160 shares of Vanguard World Fund International Growth Portfolio	1,130,692	1,312,634
Vanguard	289,424 shares of Vanguard World Fund US Growth Portfolio	4,214,455	4,321,100
Vanguard	26,645 shares of Vanguard Index Trust 500	1,136,864	1,167,838
Vanguard	73,901 shares of Vanguard Star Fund	1,003,544	991,013

<FN>

\* Indicates party-in-interest to the Plan.

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THE PROGRESSIVE CORPORATION LONG-TERM SAVINGS PLAN  
ITEM 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
for the year ended December 31, 1993

IDENTITY OF ISSUE, BORROWER, LESSOR, OR SIMILAR PARTY -----	DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE -----	COST OF ACQUISITIONS	PROCEEDS OF DISPOSITIONS -----
The Progressive Corporation*	139,001 shares of Common Stock	\$ 4,959,656	
The Progressive Corporation*	40,400 shares of Common Stock		\$ 1,383,102
National Bank of Detroit	26,711,887 shares of short-term investment fund	26,711,887	
National Bank of Detroit	26,301,884 shares of short-term investment fund		26,301,884
State Street Bank	789,831 shares of selection fund various contracts	789,831	
State Street Bank	4,056,800 shares of selection fund various contracts		4,056,800
Stein Roe & Farnham	19,487 shares of Intermediate Bond Fund	179,340	
Stein Roe & Farnham	156,300 shares of Intermediate Bond Fund		1,448,901
Stein Roe & Farnham	29,689 shares of Mutual Stock Fund	729,371	
Stein Roe & Farnham	200,826 shares of Mutual Stock Fund		4,912,061
Stein Roe & Farnham	37,501 shares of Cash Reserves	37,501	
Stein Roe & Farnham	1,343,693 shares of Cash Reserves		1,343,676
Vanguard	4,223,559 shares of the Variable GIC Fund	4,223,559	
Vanguard	2,518,805 shares of the Variable GIC Fund		2,518,805
Vanguard	23,689 shares of the Explorer Fund	1,069,032	
Vanguard	1,029 shares of the Explorer Fund		49,399
Vanguard	103,365 shares of the World International Growth Portfolio	1,200,695	
Vanguard	6,205 shares of the World International Growth Portfolio		75,325
Vanguard	354,817 shares of the World US Growth Portfolio	5,164,238	
Vanguard	65,393 shares of the World US Growth Portfolio		963,237
Vanguard	27,931 shares of the Index Trust 500 Portfolio	1,191,482	
Vanguard	1,287 shares of the Index Trust 500 Portfolio		56,257
Vanguard	82,217 shares of the Star Fund	1,115,809	
Vanguard	8,316 shares of the Star Fund		115,395
Vanguard	199,426 shares of the Bond Index Fund	2,040,067	
Vanguard	41,280 shares of the Bond Index Fund		425,188
Vanguard	1,473,736 shares of the Money Market Reserves Prime Portfolio	1,473,736	
Vanguard	202,482 shares of the Money Market Reserves Prime Portfolio		202,482

<FN>

\* Indicates party-in-interest to the Plan.

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THE PROGRESSIVE CORPORATION LONG-TERM SAVINGS PLAN  
ITEM 27d - SCHEDULE OF REPORTABLE TRANSACTIONS  
for the year ended December 31, 1993

The following schedule represents Plan transactions or series of transactions in excess of 5% of current value of Plan assets for the year ended December 31, 1993.

Description	Transactions/ Shares	Date	Face Value/ Cost	Purchased/ Contributed	Sold/ Distributed
Purchases of The Progressive Corporation* Common Shares (21 transactions)	139,001	Various	\$4,959,656	\$4,959,656	
Sales of Stein Roe Equity Trust Fund (2 transactions)	200,826	Various	4,423,346		\$ 4,912,061**
Purchases of National Bank of Detroit Short-Term Investment Fund (334 transactions)	26,711,887	Various	26,711,887	26,711,887	
Sales of National Bank of Detroit Short-Term Investment Fund (315 transactions)	26,301,884	Various	26,301,884		26,301,884
Purchases of Vanguard Variable GIC Fund (27 transactions)	4,223,559	Various	4,223,559	4,223,559	
Purchases of Vanguard World US Growth Portfolio (23 transactions)	354,817	Various	5,164,238	5,164,238	

<FN>

\* Indicates party-in-interest to the Plan.

\*\* Net gain on sales totals \$488,715.

NOTE: There is no separate determination of expenses related to the above transactions.

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SIGNATURES

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the plan has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Progressive Casualty Insurance Company, as  
Administrator of The Progressive Corporation  
Long-Term Savings Plan

By:/s/ David M. Schneider

-----  
David M. Schneider  
Secretary

June 27, 1994

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THE PROGRESSIVE CORPORATION  
LONG-TERM SAVINGS PLAN

EXHIBIT INDEX

EXHIBIT NO.  
UNDER REG.  
S-K, ITEM 601

FORM 11-K  
EXHIBIT  
NO.

DESCRIPTION OF EXHIBIT

----- 23	1	----- Consent of Coopers & Lybrand, Independent Accountants, to incorporate by reference their report dated June 24, 1994.
99-P	2	1993 Annual Return/Report of Employee Benefit Plan (Department of the Treasury Form 5500) for the Plan



EXHIBIT NO. 1

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Consent of Coopers & Lybrand,  
Independent Accountants,  
to incorporate by reference  
their report dated June 24, 1994

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statements of The Progressive Corporation on Form S-8 (Registration No. 33-16509 and 33-51034) of our report dated June 24, 1994, on our audits of the financial statements and supplemental schedules of The Progressive Corporation Long-Term Savings Plan as of December 31, 1993 and 1992, and for the years then ended, which report is included in this Annual Report on Form 11-K.

COOPERS & LYBRAND

Cleveland, Ohio  
June 27, 1994