

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2

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 34-0963169
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

THE PROGRESSIVE CORPORATION
1985 RESTRICTED STOCK PLAN
(as amended and restated
April 24, 1992)
(Full title of the Plan)

6300 Wilson Mills Road
Mayfield Village, Ohio 44143
(216) 461-5000
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

DAVID M. SCHNEIDER, SECRETARY
The Progressive Corporation
6300 Wilson Mills Road
Mayfield Village, Ohio 44143
(216) 461-5000

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Amending the Registration Statement to remove from registration the unsold
securities offered thereby.

POST-EFFECTIVE AMENDMENT NO. 2

TO

FORM S-8 REGISTRATION STATEMENT

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THE PROGRESSIVE CORPORATION

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TERMINATION OF REGISTRATION

("Registrant"). The Registration Statement covers 3,878,226 shares of the Registrant's Common Shares, \$1.00 par value ("Common Shares") in connection with The Progressive Corporation 1985 Restricted Stock Plan ("Plan"). The Registrant has issued pursuant to the Registration Statement a total of -0- Common Shares. Pursuant to the terms of the Plan, no Common Shares may be issued under the Plan after December 31, 1993. Accordingly, the Registrant has terminated the offering of the balance of 3,878,226 Common Shares covered by the Registration Statement and remaining unissued under the Plan as of December 31, 1993 (the "Unissued Shares"), and, pursuant to Undertaking A.(3) in Item 21 of the Registration Statement, hereby gives notice of its removal from registration of the Unissued Shares.

2

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mayfield Village, State of Ohio, on the 25th day of May, 1994.

THE PROGRESSIVE CORPORATION

BY: /s/ David M. Schneider

David M. Schneider
Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to Registration Statement has been signed below by the following persons in the capacities indicated on May 25, 1994.

SIGNATURE

TITLE

* Peter B. Lewis

Peter B. Lewis
President, Chief Executive Officer,
Chairman of the Board and Director
(principal executive officer)

/s/ Charles B. Chokel

Charles B. Chokel
principal financial officer

/s/ Jeffrey W. Basch

Jeffrey W. Basch
principal accounting officer

* Milton N. Allen

Milton N. Allen
Director

* B. Charles Ames

B. Charles Ames
Director

* Stephen R. Hardis Director

Stephen R. Hardis

3

4
SIGNATURE TITLE

* Norman S. Matthews Director

Norman S. Matthews

* Donald B. Shackelford Director

Donald B. Shackelford

* Paul B. Sigler Director

Paul B. Sigler

*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 exhibits to the Form S-8 Registration Statement (Registration Statement No. 33-23203).

By:/s/ David M. Schneider

David M. Schneider
Attorney-in-fact

4