

As filed with the Securities and Exchange Commission on April 14, 1995

Registration No. 33-33240

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
1989 INCENTIVE 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

THE PROGRESSIVE CORPORATION

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. As a result of this stock split, pursuant to the anti-dilution provisions of The Progressive Corporation 1989 Incentive Plan (the "Plan"), the number of Common Shares issuable under the Plan was increased to three (3) Common Shares for every one (1) Common Share reserved for issuance thereunder. Accordingly, the Company's Form S-8 Registration Statement (File No. 33-33240) (the "Registration Statement") is hereby amended to confirm the registration under the Securities Act of 1933, as amended, (the "Act") of an additional 2,700,000 Common Shares which have been authorized and reserved for issuance under the Plan pursuant to the anti-dilution provisions thereof, and to confirm that, as a result, a total of 4,050,000 Common Shares issuable under the Plan are registered under the Act pursuant to the Registration Statement. 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.

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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 14, 1995.

THE PROGRESSIVE CORPORATION

By: /s/David M. Schneider

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*

Chairman of the Board, President and Director

(Principal Executive Officer)

Peter B. Lewis

/s/Charles B. Chokel

Principal Financial Officer

Charles B. Chokel

/s/Jeffrey W. Basch Principal Accounting Officer

Jeffrey W. Basch

Milton N. Allen* Director

Milton N. Allen

B. Charles Ames* Director

B. Charles Ames

Stephen R. Hardis* Director

Stephen R. Hardis

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Norman S. Matthews* Director

Norman S. Matthews

Donald B. Shackelford* Director

Donald B. Shackelford

Director

Paul B. Sigler

Dated: April 14, 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
 David M. Schneider
 Attorney-in-fact

Dated: April 14, 1995

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