

TJX COMPANIES INC /DE/

Form 4

June 12, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
 if no longer
 subject to
 Section 16.
 Form 4 or
 Form 5
 obligations
 may continue.
See Instruction
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENNETT ALAN M

(Last) (First) (Middle)

**C/O THE TJX COMPANIES,
 INC., 770 COCHITUATE RD.**

(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol
TJX COMPANIES INC /DE/ [TJX]

3. Date of Earliest Transaction
 (Month/Day/Year)
06/10/2014

4. If Amendment, Date Original
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	06/10/2014			A		1,248.66		(1)	(1)	Common Stock	1,248.66
Deferred Stock Units	\$ 0	06/10/2014			A		1,248.66		(2)	(2)	Common Stock	1,248.66
Deferred Stock Units	\$ 0	06/10/2014			A		186.33		(3)	(3)	Common Stock	186.33
Deferred Stock Units	\$ 0	06/10/2014			A		186.33		(4)	(4)	Common Stock	186.33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ALAN M C/O THE TJX COMPANIES, INC. 770 COCHITUATE RD. FRAMINGHAM, MA 01701	X			

Signatures

Mary B. Reynolds, by Power of Attorney dated September 10,
2007

06/12/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$70,000. Shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$70,000. Shares vest on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares, provided that the recipient is still a Director on
- (2) such date or, if earlier, immediately prior to a Change of Control. Vested shares will be delivered to each Director on the date of the annual meeting next succeeding the date of grant of such shares or upon the Director's retirement, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.
- (3) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value equal to the aggregate dividends on previously granted deferred shares for which there has been a record date since June 11, 2013. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

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- (4) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value equal to the aggregate dividends on previously granted deferred shares for which there has been a record date since June 11, 2013. The previously granted deferred shares vest on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares, provided that the recipient is still a Director on such date or, if earlier, immediately prior to a Change of Control. Vested shares will be delivered to each Director on the date of the annual meeting next succeeding the date of grant of such shares or upon the Director's retirement, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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