

TJX COMPANIES INC /DE/  
Form 4  
June 15, 2015

**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 \*  
**SWANSON WILLIAM H**  
  
(Last) (First) (Middle)  
  
**THE TJX COMPANIES, INC., 770  
COCHITUATE ROAD**  
  
(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)  
**06/11/2015**

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/11/2015		M <sup>(1)</sup>	382 A	\$ 0 (1) 4,082	D	

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	\$ 0	06/11/2015		A		(2)	(2)	Common Stock	1,144.51
Deferred Stock Units	\$ 0	06/11/2015		A		(3)	(3)	Common Stock	2.23
Deferred Stock Units	\$ 0	06/11/2015		A		(4)	(4)	Common Stock	1,144.51
Deferred Stock Units	\$ 0	06/11/2015		A		(5)	(5)	Common Stock	2.23
Deferred Stock Units	\$ 0	06/11/2015		M		(1)	(1)	Common Stock	382

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWANSON WILLIAM H THE TJX COMPANIES, INC. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701		X		

## Signatures

Mary B. Reynolds, by Power of Attorney dated January 30, 2015 06/15/2015

\_\_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) Receipt of the deferred shares granted on February 1, 2015 in accordance with the terms of the Plan. Includes an amount equal to the aggregate dividends for which there has been a record date since February 1, 2015.
- (2) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$75,000. Shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

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- (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 February 1, 2015. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

- (4) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$75,000. 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 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.

- (5) 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 February 1, 2015. 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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