

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 *
LEPORE DAWN G

(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)

06/10/2014

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 06/10/2014 | | A | | 2,838 | (1) | \$ 0 (1) |
| | | | | | | | 3,053 |
| | | | | | | | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 8. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units | \$ 0 | 06/10/2014 | | A | | 15.27 | | (2) | (2) | Common Stock | 15.27 |
| Deferred Stock Units | \$ 0 | 06/10/2014 | | A | | 15.27 | | (2) | (2) | Common Stock | 15.27 |
| Deferred Stock Units | \$ 0 | 06/10/2014 | | D | | 1,419 | | (1) | (1) | Common Stock | 1,419 |
| Deferred Stock Units | \$ 0 | 06/10/2014 | | D | | 1,419 | | (1) | (1) | Common Stock | 1,419 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEPORE DAWN G THE TJX COMPANIES, INC. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701 | X | | | |

Signatures

Mary B. Reynolds, by Power of Attorney dated June 11, 2013 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).

- Reflects delivery of deferred shares under awards granted on June 11, 2013 under the advance election by the Director to receive the
- (1) deferred shares on the date of the annual meeting next succeeding the date of grant of such shares and upon the Director's retirement. Includes an amount equal to the aggregate dividends for which there has been a record date since June 11, 2013.
 - (2) Constitutes awards of deferred shares under the Stock Incentive Plan each 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 are delivered to each Director on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares in accordance with the

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Director's advance irrevocable election, if any, and upon Director's retirement, 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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