

MEYROWITZ CAROL

Form 4

March 14, 2019

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 *
MEYROWITZ CAROL

(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)

03/12/2019

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)

Executive Chairman

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/12/2019 | | M | | 100,000 | A | \$ 13.2775 |
| | | | | | | | 538,864 |
| Common Stock | 03/12/2019 | | M ⁽¹⁾ | | 100,000 | D | \$ 51.9093 |
| | | | | | | | 438,864 |
| Common Stock | 03/13/2019 | | M | | 116,640 | A | \$ 13.2775 |
| | | | | | | | 555,504 |
| Common Stock | 03/13/2019 | | M ⁽²⁾ | | 116,640 | D | \$ 52.0225 |
| | | | | | | | 438,864 |

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

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

| 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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option | \$ 13.2775 | 03/12/2019 | | M ⁽³⁾ | 100,000 | 09/07/2012 | 09/07/2021 | Common Stock | 100,000 |
| Option | \$ 13.2775 | 03/13/2019 | | M ⁽³⁾ | 116,640 | 09/07/2012 | 09/07/2021 | Common Stock | 116,640 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEYROWITZ CAROL THE TJX COMPANIES, INC. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701 | X | | Executive Chairman | |

Signatures

/s/ Mary B. Reynolds, by Power of Attorney dated January 28, 2002, 03/14/2019

__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).

The price reported is the weighted average sales price of shares sold in multiple transactions at prices ranging from \$51.91 to \$51.94. The reporting person hereby undertakes, upon request of the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

The price reported is the weighted average sales price of shares sold in multiple transactions at prices ranging from \$51.94 to \$52.10. The reporting person hereby undertakes, upon request of the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) Right to buy. Includes right to have shares withheld to satisfy tax withholding obligations upon exercise.

Remarks:

All share counts on Table I and Table II reflect the impact of the two-for-one stock split paid on November 6, 2018.

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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