

OBRIEN JOHN F
Form 4
June 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
OBRIEN JOHN F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
762 SOUTH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2012

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

NEEDHAM, MA 02492

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/13/2012 | | A | 2,545 | \$ 0 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units | \$ 0 | 06/13/2012 | | A | 1,509.3 | (2) | (2) | Common Stock | 1,509.3 |
| Deferred Stock Units | \$ 0 | 06/13/2012 | | A | 68.4 | (3) | (3) | Common Stock | 68.4 |
| Deferred Stock Units | \$ 0 | 06/13/2012 | | D | 2,545 | (1) | (1) | Common Stock | 2,545 |
| Deferred Stock Units | \$ 0 | 06/13/2012 | | A | 1,509.3 | (4) | (4) | Common Stock | 1,509.3 |
| Deferred Stock Units | \$ 0 | 06/13/2012 | | A | 390.56 | (5) | (5) | Common Stock | 390.56 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OBRIEN JOHN F 762 SOUTH STREET NEEDHAM, MA 02492 | X | | | |

Signatures

Mary B. Reynolds, by Power of Attorney dated September 6, 2006 06/15/2012

__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 the advance election by the Director to receive the deferred shares granted on June 14, 2011 on the respective date of the annual meeting next succeeding the date of grant of such shares, rather than upon such Director's retirement. Includes an amount equal to the aggregate dividends for which there has been a record date since June 14, 2011.
- (1) meeting next succeeding the date of grant of such shares, rather than upon such Director's retirement. Includes an amount equal to the aggregate dividends for which there has been a record date since June 14, 2011.
- (2) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$62,500. 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

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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 14, 2011. 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.
- (4) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$62,500. Shares will be delivered to each Director upon Director's retirement, 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 June 14, 2011. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

Remarks:

All share counts on Table I and Table II reflect the impact of the two-for-one stock split paid on February 2, 2012.

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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