

TJX COMPANIES INC /DE/

Form 4

February 29, 2016

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MacMillan Michael

(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)

02/26/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SEVP, Group President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 02/26/2016 | | M | | 9,596 | A | \$ 45.17 | 166,611 | D |
| Common Stock | 02/26/2016 | | M | | 15,280 | A | \$ 56.72 | 181,891 | D |
| Common Stock | 02/26/2016 | | M | | 1,528 | A | \$ 56.72 | 183,419 | D |
| Common Stock | 02/26/2016 | | M | | 7,987 | A | \$ 59.7 | 191,406 | D |
| Common Stock | 02/26/2016 | | M ⁽¹⁾ | | 34,391 | D | \$ 74.629 | 157,015 | D |

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Common Stock 02/26/2016 S⁽¹⁾ 37,015 D \$ 74.629 120,000 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)

| 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 |
| Option | \$ 45.17 | 02/26/2016 | | M ⁽²⁾ | | 9,596 | | 09/20/2013 | 09/20/2022 | Common Stock | 9,596 |
| Option | \$ 56.72 | 02/26/2016 | | M ⁽²⁾ | | 15,280 | | 09/19/2014 | 09/19/2023 | Common Stock | 15,280 |
| Option | \$ 56.72 | 02/26/2016 | | M ⁽²⁾ | | 1,528 | | 09/19/2014 | 09/19/2023 | Common Stock | 1,528 |
| Option | \$ 59.7 | 02/26/2016 | | M ⁽²⁾ | | 7,987 | | 09/10/2015 | 09/10/2024 | Common Stock | 7,987 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MacMillan Michael THE TJX COMPANIES, INC. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701 | | | SEVP, Group President | |

Signatures

Mary B. Reynolds, by Power of Attorney dated February 1, 2011

02/29/2016

__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 \$74.34 to \$74.93. The

(1) 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.

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

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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