

TJX COMPANIES INC /DE/

Form 4

June 09, 2016

**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 \*  
**HINES MICHAEL F**

(Last) (First) (Middle)

**C/O THE TJX COMPANIES,  
 INC., 770 COCHITUATE RD.**

(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)

**06/07/2016**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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 information contained in this form are not  
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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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                                     |

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| (Instr. 3)                 | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |          |     |                     |                    |                 |                                  |  |
|----------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|----------|-----|---------------------|--------------------|-----------------|----------------------------------|--|
|                            |                                    |                  | Code       | V                                                             | (A)      | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |  |
| Deferred<br>Stock<br>Units | \$ 0                               | 06/07/2016       | A          |                                                               | 1,049.04 |     | <u>(1)</u>          | <u>(1)</u>         | Common<br>Stock | 1,049.04                         |  |
| Deferred<br>Stock<br>Units | \$ 0                               | 06/07/2016       | A          |                                                               | 245.44   |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 245.44                           |  |
| Deferred<br>Stock<br>Units | \$ 0                               | 06/07/2016       | A          |                                                               | 1,049.04 |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock | 1,049.04                         |  |
| Deferred<br>Stock<br>Units | \$ 0                               | 06/07/2016       | A          |                                                               | 245.44   |     | <u>(4)</u>          | <u>(4)</u>         | Common<br>Stock | 245.44                           |  |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                              | Director      | 10% Owner | Officer | Other |
| HINES MICHAEL F<br>C/O THE TJX COMPANIES, INC.<br>770 COCHITUATE RD.<br>FRAMINGHAM, MA 01701 | X             |           |         |       |

## Signatures

Mary B. Reynolds, by Power of Attorney dated June 5,  
2007

06/09/2016

\_\_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).
- (1) Constitutes an annual award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares will be delivered upon the Director's departure from the Board, under and subject to the terms of the Plan.
- (2) Constitutes an award of deferred shares under the Stock Incentive Plan having a value equal to the aggregate dividends on any previously granted annual award of deferred shares under the Plan for which there has been a record date since June 11, 2015. Deferred shares will be delivered upon the Director's departure from the Board at the same time the shares subject to the annual award are delivered, under and subject to the terms of the Plan.
- (3) Constitutes an additional award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares vest on the date immediately preceding the date of the Company's annual meeting of stockholders next succeeding the award grant date, provided that the recipient is still a Director on that date or, to the extent provided by the terms of the award document, in connection with an earlier Change of Control. Vested shares will be delivered following vesting or upon the Director's departure from the Board, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

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- (4) Constitutes an award of deferred shares under the Stock Incentive Plan having a value equal to the aggregate dividends on any previously granted additional award of deferred shares under the Plan, which have not been delivered to the Director yet, for which there has been a record date since June 11, 2015. Deferred shares will be delivered at the same time the shares subject to the applicable additional award are delivered, 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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