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TJX COMPANIES INC /DE/
Form S-8
April 25, 2002

As filed with the Securities and Exchange Commission on April 25, 2002

File No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

THE TJX COMPANIES, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

04-2207613
(I.R.S. Employer
Identification No.)

770 Cochituate Road
Framingham, Massachusetts 01701
(Address of principal executive offices, including zip code)

STOCK INCENTIVE PLAN
1993 STOCK INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS
(Full title of the plans)

DONALD G. CAMPBELL
Executive Vice President-Finance
The TJX Companies, Inc.
770 Cochituate Road
Framingham, Massachusetts 01701
(508) 390-1000
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

COPIES TO:

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(508) 390-1000

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CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)

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Common Stock, par value \$1.00	12,500,000 shares	\$42.48	\$531,054,687.50
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- (1) Plus such additional number of shares as may be issued under the Plans as a result of stock splits, stock dividends, or similar transactions.
- (2) Calculated pursuant to Rule 457(h) on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange Composite Transactions Tape on April 22, 2002.
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EXPLANATORY NOTE

This Registration Statement registers 12,500,000 additional shares of Common Stock, \$1.00 par value, to be offered pursuant to the Stock Incentive Plan of The TJX Companies, Inc. Registration Statement (No. 33-12220), Registration Statement (No. 33-49747), and Registration Statement (No. 333-35073) are currently effective and the contents of these Registration Statements are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Framingham, The Commonwealth of Massachusetts, on this 22nd day of April, 2002.

The TJX Companies, Inc.

By: /s/ Donald G. Campbell

Name: Donald G. Campbell
Title: Executive Vice President-
Finance

POWER OF ATTORNEY

Pursuant to the requirement of the Securities Act of 1933, this

