

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |         |          |  |  |  |  |  |  |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>MacMillan Michael</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>TJX COMPANIES INC /DE/ [ TJX ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SEVP, Group President</u> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/26/2016</u>                |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                    |  |  |
| <u>THE TJX COMPANIES, INC.</u><br><u>770 COCHITUATE ROAD</u>          |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                             |  |  |  |  |  |
| (Street)<br><u>FRAMINGHAM MA</u> <u>01701</u>                         |         |          |  |  |  |  |  |  |
| (City) (State) (Zip)  |         |          |  |  |  |  |  |  |

**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 <sup>(1)</sup>               |   | 34,391  | D          | \$74.629 | 157,015   | D  |   |
| Common Stock                    | 02/26/2016                           |  | S <sup>(1)</sup>               |   | 37,015  | D          | \$74.629 | 120,000   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Option                                     | \$45.17  | 02/26/2016                           |  | M <sup>(2)</sup>               |   |  | 9,596  | 09/20/2013   | 09/20/2022      | Common Stock  | 9,596                                      | \$0.00   | 0   | D  |       |
| Option                                     | \$56.72  | 02/26/2016                           |  | M <sup>(2)</sup>               |   |  | 15,280 | 09/19/2014   | 09/19/2023      | Common Stock  | 15,280                                     | \$0.00   | 7,640   | D  |       |
| Option                                     | \$56.72  | 02/26/2016                           |  | M <sup>(2)</sup>               |   |  | 1,528  | 09/19/2014   | 09/19/2023      | Common Stock  | 1,528                                      | \$0.00   | 764   | D  |       |
| Option                                     | \$59.7   | 02/26/2016                           |  | M <sup>(2)</sup>               |   |  | 7,987  | 09/10/2015   | 09/10/2024      | Common Stock  | 7,987                                      | \$0.00   | 15,973  | D  |       |

**Explanation of Responses:**

- 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 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.
- Right to buy. Includes right to have shares withheld to satisfy tax withholding obligations upon exercise.

**Remarks:**

Mary B. Reynolds, by Power of Attorney dated February 1, 2011 02/29/2016

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.