FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

/X/ Quarterly Report Under Section 13 and 15(d)
of the Securities Exchange Act of 1934
or
/ / Transition Report Pursuant to Section 13 and 15(d)
of the Securities Exchange Act of 1934

For Quarter Ended October 28, 1995
Commission file number 1-4908

The TJX Companies, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	04-2207613
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

770 Cochituate Road Framingham, Massachusetts	01701
(Address of principal executive offices)	(Zip Code)

(508)390-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

The number of shares of Registrant's common stock outstanding as of November 25, 1995: 72,430,059

PART I FINANCIAL INFORMATION
THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF INCOME
(UNAUDITED)
DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirteen Weeks Ended	
	October 28, 1995	October 29, 1994
Net sales	$1,012,672	$ 924,606
Cost of sales, including buying and occupancy costs	748,005	680,365
Selling, general and administrative expenses	196,950	178,001
Interest on debt and capital leases	11,250	7,257
Income from continuing operations before income taxes	56,467	58,983
Provision for income taxes	22,590	24,387
Income from continuing operations	33,877	34,596

Discontinued operations:		
Income (loss) from discontinued operations, net of income taxes	-	(1,808)
(Loss) on the disposal of discontinued operations, net of income taxes	-	-
Net income	33,877	32,788
Preferred stock dividends	1,789	1,789
Net income available to common shareholders	$ 32,088	$ 30,999
Primary and fully diluted earnings per common share:		
Continuing operations	$ .44	$ .44
Discontinued operations	-	(.02)
Net income	$ .44	$ .42
Cash dividends per common share	$ .14	$ .14

The accompanying notes are an integral part of the financial statements.

PART I FINANCIAL INFORMATION

THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES

STATEMENTS OF INCOME

(UNAUDITED)

DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirty-Nine Weeks Ended	
	October 28, 1995	October 29, 1994
Net sales	$2,692,047	$2,462,106
Cost of sales, including buying and occupancy costs	2,040,124	1,829,799
Selling, general and administrative expenses	534,079	488,429
Interest on debt and capital leases	29,562	17,831
Income from continuing operations before income taxes	88,282	126,047
Provision for income taxes	37,182	52,188
Income from continuing operations	51,100	73,859
Discontinued operations:		
Income (loss) from discontinued operations, net of income taxes	(2,300)	(2,906)
(Loss) on the disposal of discontinued operations, net of income taxes	(31,700)	-
Net income	17,100	70,953
Preferred stock dividends	5,367	5,367
Net income available to common shareholders	$ 11,733	$ 65,586
Primary and fully diluted earnings per common share:		
Continuing operations	$ .63	$ .93
Discontinued operations	(.47)	(.04)
Net income	$ .16	$ .89
Cash dividends per common share	$ .42	$ .42

The accompanying notes are an integral part of the financial statements.

THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
BALANCE SHEETS
(UNAUDITED)
IN THOUSANDS

ASSETS	October 28, 1995	January 28, 1995	October 29, 1994
Current assets:			
Cash and cash equivalents	$ 26,902	$ 41,569	$ 26,247
Accounts receivable	135,901	41,749	65,297
Merchandise inventories	1,111,651	890,593	1,014,448
Prepaid expenses	31,367	22,881	24,426
Net current assets of discontinued operations	-	10,731	11,282
Total current assets	1,305,821	1,007,523	1,141,700
Property, at cost:			
Land and buildings	115,226	114,736	114,423
Leasehold costs and improvements	287,888	251,387	241,312
Furniture, fixtures and equipment	421,493	380,806	373,401
	824,607	746,929	729,136
Less accumulated depreciation	342,722	297,019	291,440
	481,885	449,910	437,696
Other assets	27,580	14,244	16,532
Goodwill, net of amortization	87,993	89,877	90,624
Net noncurrent assets of discontinued operations	-	37,990	39,132
TOTAL ASSETS	$1,903,279	$1,599,544	$1,725,684
LIABILITIES			
Current liabilities:			
Short-term debt	$ 97,699	$ 20,000	$ 118,970
Current installments of long-term debt	56,048	31,306	6,175
Accounts payable	407,778	415,861	452,964
Accrued expenses and other current liabilities	306,240	252,424	266,393
Federal and state income taxes payable	2,068	-	20,456
Total current liabilities	869,833	719,591	864,958
Long-term debt exclusive of current installments:			
Real estate mortgages	71,569	77,550	39,614
Equipment notes	3,801	4,598	5,244
General corporate debt	335,196	157,330	182,330
Deferred income taxes	34,780	33,523	27,993
SHAREHOLDERS' EQUITY			
Preferred stock at face value, authorized 5,000,000 shares, par value $1, issued and outstanding cumulative convertible stock of:			
- 250,000 shares of 8% Series A	25,000	25,000	25,000
- 1,650,000 shares of 6.25% Series C	82,500	82,500	82,500
Common stock, par value $1, authorized 150,000,000 shares, issued and outstanding 72,418,517; 72,401,254 and 72,409,433 shares	72,419	72,401	72,409
Additional paid-in capital	267,743	267,937	266,412
Retained earnings	140,438	159,114	159,224
Total shareholders' equity	588,100	606,952	605,545
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,903,279	$1,599,544	$1,725,684

The accompanying notes are an integral part of the financial statements.

THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF CASH FLOWS
(UNAUDITED)
IN THOUSANDS

	Thirty-Nine Weeks Ended October 28, 1995	Thirty-Nine Weeks Ended October 29, 1994
Cash flows from operating activities:		
Income before cumulative effect of accounting changes	$ 17,100	$ 70,953
Adjustments to reconcile income before cumulative effect of accounting changes to net cash (used in) operating activities:		
Depreciation and amortization	57,039	48,686
Loss from discontinued operations	2,300	2,906
Loss on disposal of discontinued operations	31,700	-
Loss on property disposals	719	2,834
Other	(4,718)	(2,656)
Changes in assets and liabilities:		
(Increase) in accounts receivable	(94,152)	(36,658)
(Increase) in merchandise inventories	(221,058)	(294,206)
(Increase) in prepaid expenses	(8,486)	(4,464)
Increase (decrease) in accounts payable	(8,083)	144,299
Increase in accrued expenses and other current liabilities	32,203	37,839
Increase in income taxes payable	11,520	20,456
Increase (decrease) in deferred income taxes	7,973	(5,970)
Net cash (used in) operating activities	(175,943)	(15,981)
Cash flows from investing activities:		
Property additions	(86,759)	(88,853)
Proceeds from sale of discontinued operations	3,000	-
Net cash (used in) investing activities	(83,759)	(88,853)
Cash flows from financing activities:		
Proceeds from borrowings of short-term debt	77,699	118,970
Proceeds from borrowings of long-term debt	199,861	20,500
Principal payments on long-term debt	(4,036)	(3,927)
Proceeds from sale and issuance of common stock, net	121	720
Common stock repurchased	-	(19,261)
Cash dividends	(35,776)	(36,954)
Net cash provided by financing activities	237,869	80,048

Net cash (used in) continuing operations	(21,833)	(24,786)
Net cash provided by (used in) discontinued operations	7,166	(7,069)
Net (decrease) in cash and cash equivalents	(14,667)	(31,855)
Cash and cash equivalents at beginning of year	41,569	58,102
Cash and cash equivalents at end of period	$ 26,902	$ 26,247

The accompanying notes are an integral part of the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Thirteen Weeks (Third Quarter) and Thirty-Nine Weeks Ended October 28, 1995 Versus Thirteen Weeks and Thirty-Nine Weeks Ended October 29, 1994

Effective September 30, 1995, the Company sold its women's specialty division, Hit or Miss, to an entity owned by a group of outside investors and management of that division. As a result of this transaction, the operating results of Hit or Miss for the current period and all prior periods are presented as discontinued operations for comparative purposes. The impact of the sale of the division, estimated to be an after-tax loss of $31.7 million (net of tax benefits of $19.8 million), is reflected as loss on disposal of discontinued operations. The loss on disposal includes the operating results of Hit or Miss from July 30, 1995 through the closing date of the transaction.

Net sales from continuing operations for the third quarter were $1,012.7 million, up 10% from $924.6 million last year. For the nine months, net sales from continuing operations were $2,692.0 million, up 9% from $2,462.1 million for the same period last year. The sales increase is primarily attributable to new stores and, to a lesser extent, the inclusion of HomeGoods in this year's consolidated net sales. Same store sales for the quarter decreased 4% and 1% for T.J. Maxx and Winners, respectively. For the nine months, same store sales decreased 2% for T.J. Maxx and increased 6% for Winners. Chadwick's experienced an increase in sales of 25% and 13% for the quarter and nine months, respectively. In general, sales were impacted in both periods by the continuing general softness, industrywide, in U.S. apparel sales, continued promotional activity of other retailers and unusual weather.

Income from continuing operations for the third quarter was $33.9 million, or $.44 per common share, versus last year's $34.6 million, or $.44 per common share. For the nine months, income from continuing operations was $51.1 million, or $.63 per common share versus last year's $73.9 million or $.93 per common share. Net income for the nine months after reflecting Hit or Miss as discontinued operations was $17.1 million, or $.16 per common share.

The following table sets forth operating results expressed as a percentage of net sales (continuing operations):

	Percentage of Net Sales			
	13 Weeks Ended		39 Weeks Ended	
	10/28/95	10/29/94	10/28/95	10/29/94
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including buying and occupancy costs	73.9	73.6	75.8	74.3
Selling, general and administrative expenses	19.4	19.3	19.8	19.8
Interest on debt and capital leases	1.1	.7	1.1	.8
Income from continuing operations before income taxes	5.6%	6.4%	3.3%	5.1%

Consolidated cost of sales, including buying and occupancy costs, as a percentage of net sales increased for the nine months as compared to last year primarily due to higher markdowns taken at T.J. Maxx. For the quarter, the increase in this ratio is primarily due to the decrease in same store sales.

Interest on debt and capital leases increased in both periods over the prior year due to additional borrowings under the Company's medium term note program in September 1994, a $45 million real estate mortgage placed on the Chadwick's fulfillment center in December 1994, and $200 million of long-term notes issued in June 1995. In addition, interest expense reflects an increase in short-term borrowings, prior to receipt of the $200 million borrowed in June.

The increase in the effective income tax rate for the nine months reflects the impact of foreign operating losses for which tax benefits have not been recognized. The decrease in the effective income tax rate in the quarter reflects the tax benefit on foreign operating losses realizable due to a third quarter corporate restructuring of certain foreign subsidiaries.

The following table sets forth the operating results of the Company's major business segments: (unaudited)

(In Thousands)

	Thirteen Weeks Ended October 28, 1995	Thirteen Weeks Ended October 29, 1994	Thirty-Nine Weeks Ended October 28, 1995	Thirty-Nine Weeks Ended October 29, 1994
Net sales:				
Off-price family apparel stores	$ 840,675	$ 803,653	$2,283,421	$2,146,930
Off-price catalog operation	151,458	120,953	355,671	315,176
Off-price home fashion stores	20,539	-	52,955	-
	$1,012,672	$ 924,606	$2,692,047	$2,462,106
Operating income (loss):				
Off-price family apparel stores	$ 65,899	$ 71,377	$ 136,039	$ 164,980
Off-price catalog operation	13,905	3,798	18,038	8,881
Off-price home fashion stores	(2,211)	-	(6,067)	-
	77,593	75,175	148,010	173,861
General corporate expense*	9,223	8,282	28,206	28,023
Goodwill amortization	653	653	1,960	1,960
Interest expense	11,250	7,257	29,562	17,831
Income from continuing operations before income taxes	$ 56,467	$ 58,983	$ 88,282	$ 126,047

* General corporate expense for the periods ended October 28, 1995 include the net operating results of T.K. Maxx and the Cosmopolitan catalog. General corporate expense for the periods ended October 29, 1994 include the net operating results of HomeGoods and T.K. Maxx.

The off-price family apparel stores segment, T.J. Maxx and Winners, recorded a decrease in operating profit of 8% and 18% for the third quarter and nine months, respectively. These results are attributable to weak apparel sales in both periods, as well as increased markdowns at T.J. Maxx for the nine months ended October 1995. Winners operating income increased in both periods. Chadwick's recorded an increase in operating income in both periods due to high demand from the winter and holiday catalogs. This division has made operational improvements leading to improved customer service.

Stores in operation at the end of the period are as follows:

	October 28, 1995	October 29, 1994
T.J. Maxx	581	539
Winners	49	34
HomeGoods	24	12
T.K. Maxx	8	4

Financial Condition

Cash flows from operating and financing activities for the nine months reflect increases in inventory and short-term borrowings, which are primarily due to normal seasonal requirements. In addition, cash flows from operating activities for the nine months ended October 1995 reflects an increase in opportunistic purchases at T.J. Maxx. The increase in short-term borrowings also reflects an increase in accounts receivable due to a deferred customer billing program at Chadwick's. The increase in long-term debt is due to the Company's borrowing of $100 million of 5-year notes at 6 5/8% and $100 million of 10-year notes at 7%. Proceeds of these two notes, initially used in part to reduce short-term borrowings, will be used for the repayment of scheduled maturities of outstanding long-term debt, for new stores and for other capital expenditures and for other general corporate purposes. Overall long-term borrowing levels have increased primarily due to lower than anticipated earnings in fiscal 1995 and the first nine months of fiscal 1996.

On November 17, 1995, the Company completed its acquisition of Marshalls, the off-price family apparel retailer, from Melville Corporation. The Company paid $375 million in cash and $175 million in junior convertible preferred stock for the Marshalls division. The acquisition will be accounted for under the purchase method of accounting.

Simultaneously, the Company entered into an unsecured $875 million bank credit agreement under which the Company borrowed $375 million on a term loan basis to fund the cash portion of the Marshalls purchase price and may borrow up to an additional $500 million on a revolving loan basis to fund the working capital needs of the Company. The Company cancelled its former committed U.S. short-term credit lines, effective November 17, 1995. The new agreement has certain financial covenants which include a minimum net worth requirement, and certain leverage and fixed charge ratios.

In connection with the acquisition, the Company reduced its annual common dividend from $.56 per common share to $.28 per common share effective with the dividend declared on December 7, 1995. The common dividend paid on November 30, 1995 was unaffected. The Company also eliminated its share repurchase program.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The results for the first nine months are not necessarily indicative of results for the full fiscal year, because the Company's business, in common with the businesses of retailers generally, is subject to seasonal influences, with higher levels of sales and income generally realized in the second half of the year.

2. The preceding data are unaudited and reflect all normal recurring adjustments, the use of retail statistics, and accruals and deferrals among periods required to match costs properly with the related revenue or activity, considered necessary by the Company for a fair presentation of its financial statements for the periods reported, all in accordance with generally accepted accounting principles and practices consistently applied.

3. The Company has available reserves for lease and other contingent liabilities associated with the 1988 sale of the Company's former Zayre Stores division to Ames Department Stores, Inc. and the Company believes that these reserves should be adequate to cover all reasonably expected liabilities that it may incur as a result of the Ames bankruptcy. On December 30, 1992, Ames emerged from bankruptcy pursuant to a plan of reorganization.

4. The Company's cash payments for interest expense and income taxes are as follows: (in thousands)

	Thirty-Nine Weeks Ended	
	October 28, 1995	October 29, 1994
Cash paid for:		
Interest on debt and capital leases	$20,097	$14,242
Income taxes	10,513	43,841

5. Effective September 30, 1995, the Company sold its Hit or Miss division to members of management and outside investors. The Company received $3 million in cash and a 7-year, $10 million note with interest at 10%. Interest payable prior to October 2, 1997 may be paid-in-kind at the election of Hit or Miss. In addition, the Company is responsible for the cost of closing 69 stores.

   As a result of this transaction, the operating results of Hit or Miss, as well as the loss on the sale of the division, are presented as discontinued operations. The Company's results for the nine months includes an after-tax loss from discontinued operations of $2.3 million. The operating results of Hit or Miss for all prior periods have been reclassified as "Income (loss) from discontinued operations" for comparative purposes. The impact of the sale of the division, estimated to be an after-tax loss of $31.7 million (net of tax benefits of $19.8

million), is reflected as "Loss on disposal of discontinued operations." The loss on the disposal includes operating results of Hit or Miss through the closing date.

6. In June 1995, the Company filed a shelf registration statement with the Securities and Exchange Commission which provides for the issuance of up to $250,000,000 of long-term debt. In June 1995,, the Company issued $200 million of long-term notes under the registration statement. A summary of the notes issued is as follows:

	Principal	Term	Interest Rate
Note A	$100 Million	5 Years	6 5/8%
Note B	100 Million	10 Years	7%

The proceeds, initially used in part to repay short-term borrowings, will be used by the Company for the repayment of scheduled maturities of outstanding long-term debt, for new store and other capital expenditures and for general corporate purposes.

7. On November 17, 1995, the Company completed its acquisition of Marshalls, the off-price family apparel retailer, from Melville Corporation. The Company paid $375 million in cash and $175 million in junior convertible preferred stock for the Marshalls division. The acquisition will be accounted for under the purchase method of accounting.

Simultaneously, the Company entered into an unsecured $875 million bank credit agreement under which the Company borrowed $375 million on a term loan basis to fund the cash portion of the Marshalls purchase price and may borrow up to an additional $500 million on a revolving loan basis to fund the working capital needs of the Company. Interest payable on borrowings are at rates equal to or less than prime. The term loan matures on November 17, 2000 and the revolving loan feature expires on November 17, 1998. The Company cancelled its former committed U.S. short-term credit lines, effective November 17, 1995. The new agreement has certain financial covenants which include a minimum net worth requirement, and certain leverage and fixed charge ratios.

In connection with the acquisition, the Company reduced its annual common dividend from $.56 per common share to $.28 per common share effective with the dividend declared on December 7, 1995. The common dividend, paid on November 30, 1995, was unaffected. The Company also eliminated its share repurchase program.

The preferred stock issued to Melville was issued in two separate series, both of which are convertible into shares of common stock. The common shares issuable on conversion will vary depending on the market price of the common stock at time of conversion. A summary of certain provisions of the preferred issuances follows:

	Preferred Shares Issued	Face Value	Annual Dividend	Common Shares Issuable at Conversion
Series D	250,000	$ 25 million	$1.81/share	1.3 million-2.0 million
Series E	1,500,000	$150 million	$7.00/share	8.1 million-9.7 million

The Series D is mandatorily converted into common stock on November 17, 1996 unless redeemed for cash or converted earlier. The Series E is mandatorily converted into common shares on November 17, 1998 unless converted earlier. The Series D and Series E have an aggregate liquidation preference of $175,000,000. Dividends are cumulative and are payable quarterly, in arrears.

PART II. Other Information

Item 6(a) Exhibits

(2.2) Stock Purchase Agreement dated as of October 14, 1995 between the Company and Melville Corporation is incorporated by reference to the Form 8-K dated October 14, 1995.

(11) Statement re Computation of Per Share Earnings

Item 6(g) Reports on Form 8-K

The Company did not file any reports on Form 8-K with the Securities and Exchange Commission during the quarter ended October 28, 1995.

On November 7, 1995, the Company filed a Form 8-K dated October 14, 1995 relating to the Stock Purchase Agreement entered into by the Company and Melville Corporation ("Melville") whereby the Company agreed to purchase the capital stock of Marshalls of Roseville, Minn., Inc. ("Marshalls") from Melville.

On December 1, 1995, the Company filed a Form 8-K dated November 17, 1995 relating to the Company's completed acquisition of Marshalls from Melville.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE TJX COMPANIES, INC.
(Registrant)

Date: December 12, 1995

/s/ Donald G. Campbell
Donald G. Campbell, Senior Vice
President - Finance, on behalf
of The TJX Companies, Inc. and as
Principal Financial and Accounting
Officer of The TJX Companies, Inc.

COMPUTATION OF NET INCOME PER COMMON SHARE
(UNAUDITED)
DOLLARS IN THOUSANDS

	Thirteen Weeks Ended October 28, 1995	Thirteen Weeks Ended October 29, 1994	Thirty-Nine Weeks Ended October 28, 1995	Thirty-Nine Weeks Ended October 29, 1994
The computation of net income available and adjusted shares outstanding follows:				
Net income	$33,877	$32,788	$17,100	$70,953
Less:				
Preferred stock dividends	-	-	(5,367)	(5,367)
Net income used for primary and fully diluted computation	$33,877	$32,788	$11,733	$65,586
Weighted average number of common shares outstanding	72,414,610	73,237,536	72,412,265	73,395,797
Add (where dilutive):				
Assumed exercise of those options that are common stock equivalents, net of treasury shares deemed to have been repurchased	72,373	256,765	72,270	420,975
Assumed exercise of convertible preferred stock	4,371,199	4,371,199	-	-
Adjusted shares out-standing, used for primary and fully diluted computation	76,858,182	77,865,500	72,484,535	73,816,772

This schedule contains summary financial information extracted from the statements of income and balance sheets and is qualified in its entirety by reference to such financial statements.

9-MOS
JAN-27-1996
OCT-28-1995
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135,901,000
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1,305,821,000
824,607,000
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1,903,279,000
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