

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**

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Abdalla Zein</u><br><br>(Last) (First) (Middle)<br>THE TJX COMPANIES, INC.<br>770 COCHITUATE ROAD<br><br>(Street)<br>FRAMINGHAM MA 01701<br><br>(City) (State) (Zip) | 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><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>06/04/2019</u>                |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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                    | 06/04/2019                           |  | M <sup>(1)</sup>               |   | 1,729   | A          | \$0.00 <sup>(1)</sup> | 6,053   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                       | 20,564  | I  | By Trust  |

**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   | Amount or Number of Shares |  |  |   |  |
| Deferred Stock Units                       | \$0.00   | 06/04/2019                           |  | A                              |   | 1,577.91   |       | (2)  | (2)             | Common Stock  | 1,577.91                   | \$0.00                                     | 20,329.87  | D   |  |
| Deferred Stock Units                       | \$0.00   | 06/04/2019                           |  | A                              |   | 301.44   |       | (3)  | (3)             | Common Stock  | 301.44                     | \$0.00                                     | 20,631.31  | D   |  |
| Deferred Stock Units                       | \$0.00   | 06/04/2019                           |  | A                              |   | 1,577.91   |       | (4)  | (4)             | Common Stock  | 1,577.91                   | \$0.00                                     | 3,273.71   | D   |  |
| Deferred Stock Units                       | \$0.00   | 06/04/2019                           |  | A                              |   | 27.26  |       | (5)  | (5)             | Common Stock  | 27.26                      | \$0.00                                     | 3,300.97   | D   |  |
| Deferred Stock Units                       | \$0.00   | 06/04/2019                           |  | M                              |   |  | 1,729 | (1)  | (1)             | Common Stock  | 1,729                      | \$0.00                                     | 1,571.97   | D   |  |

**Explanation of Responses:**

- Receipt of shares from an additional deferred share award granted on June 5, 2018 (and corresponding disposition of deferred share award) in accordance with the terms of the Stock Incentive Plan. Includes an amount equal to the aggregate dividends for which there has been a record date since June 5, 2018.
- 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.
- 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 5, 2018. 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.
- 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 shareholders 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.
- 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 yet been delivered to the Director, for which there has been a record date since June 5, 2018. 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.

**Remarks:**

All share counts on Table I and Table II reflect the impact of the two-for-one stock split paid on November 6, 2018.

/s/ Mary B. Reynolds, by  
Power of Attorney dated April 06/06/2019  
1, 2019

\*\* 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.**

POWER OF ATTORNEY  
For Forms 3, 4 and 5

I hereby constitute and appoint each of Scott Goldenberg, Alicia Kelly, Mary B. Reynolds, and Erica Farrell acting singly, with full power of substitution to each, my true and lawful attorney-in-fact to:

1. prepare, execute, and file with the United States Securities and Exchange Commission and any stock exchange or similar authority for and on my behalf Forms 3, 4, and 5 pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder with respect to securities of The TJX Companies, Inc. (the "Company") and any amendments thereto; and
2. prepare, execute, and file such other documents and take such other action that I could take and which, in the opinion of the attorney-in-fact so acting, may be necessary or desirable in connection with the foregoing.

I acknowledge that the documents executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion but that I remain responsible for the content of such forms. I further acknowledge that neither the foregoing attorneys-in-fact in serving in such capacity at my request nor the Company is assuming any responsibilities for my compliance with Section 16 of the Securities Exchange Act of 1934, as amended, and shall have no liability for any action taken or failed to be taken pursuant to this Power of Attorney or with respect to such compliance.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4, and 5 with respect to securities of the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney may be filed with the United States Securities and Exchange Commission as a confirming statement of authority granted herein.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 1st day of April 2019.

/s/Zein Abdalla  
Signature

Zein Abdalla  
Print Name