

| OMB APPROVAL                                 |           |
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**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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person *<br><u>Sherr Richard</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><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SEVP, Group President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/12/2019</u>                |  |

**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                    | 03/12/2019                           |  | M                              |   | 15,166  | A          | \$36.27  | 196,156   | D  |   |
| Common Stock                    | 03/12/2019                           |  | M                              |   | 14,660  | A          | \$37.52  | 210,816   | D  |   |
| Common Stock                    | 03/12/2019                           |  | M                              |   | 15,028  | A          | \$36.605 | 225,844   | D  |   |
| Common Stock                    | 03/12/2019                           |  | M <sup>(1)</sup>               |   | 44,854  | D          | \$51.992 | 180,990   | 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                                     | \$36.27  | 03/12/2019                           |  | M <sup>(2)</sup>               |   |  | 15,166 | 09/17/2016   | 09/17/2025      | Common Stock  | 15,166                                     | \$0.00   | 0   | D  |       |
| Option                                     | \$37.52  | 03/12/2019                           |  | M <sup>(2)</sup>               |   |  | 14,660 | 09/15/2017   | 09/15/2026      | Common Stock  | 14,660                                     | \$0.00   | 14,660  | D  |       |
| Option                                     | \$36.605   | 03/12/2019                           |  | M <sup>(2)</sup>               |   |  | 15,028 | 09/14/2018   | 09/14/2027      | Common Stock  | 15,028                                     | \$0.00   | 30,052  | D  |       |

**Explanation of Responses:**

1. The price reported is the weighted average sales price of shares sold in multiple transactions at prices ranging from \$51.94 to \$52.03. 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.

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

**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 03/14/2019  
January 29, 2012

\*\* 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.