

**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* <u>NAYLOR JEFFREY G</u>  (Last) (First) (Middle) THE TJX COMPANIES, INC. 770 COCHITUATE ROAD  (Street) FRAMINGHAM MA 01701  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TJX COMPANIES INC /DE/ [ TJX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SEVP, CAO
	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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 <sup>(1)</sup>	09/17/2012		M		31,766	A	\$18.87	141,766	D	
Common Stock <sup>(1)</sup>	09/17/2012		M		29,146	A	\$20.565	170,912	D	
Common Stock <sup>(1)</sup>	09/17/2012		M		22,574	A	\$26.555	193,486	D	
Common Stock <sup>(1)</sup>	09/17/2012		S		31,766	D	\$45.7	161,720	D	
Common Stock <sup>(1)</sup>	09/17/2012		S		29,146	D	\$45.7	132,574	D	
Common Stock <sup>(1)</sup>	09/17/2012		S		22,574	D	\$45.7	110,000	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 <sup>(1)(2)</sup>	\$18.87	09/17/2012		M		31,766		09/17/2010	09/17/2019	Common Stock	31,766	\$18.87	0	D	
Option <sup>(1)(2)</sup>	\$20.565	09/17/2012		M		29,146		09/09/2011	09/09/2020	Common Stock	29,146	\$20.565	29,146	D	
Option <sup>(1)(2)</sup>	\$26.555	09/17/2012		M		22,574		09/07/2012	09/07/2021	Common Stock	22,574	\$26.555	45,146	D	

**Explanation of Responses:**

- Options exercised and sales made pursuant to a trading plan under Rule 10b5-1 adopted August 15, 2012.
- 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 5, 09/18/2012 2004

\*\* 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.