

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>Abdalla Zein</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2013	
	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	06/11/2013		A		1,525	A <sup>(1)</sup>	\$0.00 <sup>(1)</sup>	2,502	D	
Common Stock	06/12/2013		A		3,940	A	\$50.03	6,442	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	Amount or Number of Shares				
Deferred Stock Units	\$0.00	06/11/2013		A		1,403.09		(2)	(2)	Common Stock	1,403.09	\$0.00	3,589.29	D	
Deferred Stock Units	\$0.00	06/11/2013		A		21.47		(3)	(3)	Common Stock	21.47	\$0.00	3,610.76	D	
Deferred Stock Units	\$0.00	06/11/2013		A		1,403.09		(4)	(4)	Common Stock	1,403.09	\$0.00	2,912.29	D	
Deferred Stock Units	\$0.00	06/11/2013		A		14.82		(5)	(5)	Common Stock	14.82	\$0.00	2,927.11	D	
Deferred Stock Units	\$0.00	06/11/2013		D			1,525	(1)	(1)	Common Stock	1,525	\$0.00	1,402.11	D	

**Explanation of Responses:**

- Reflects the advance election by the Director to receive the deferred shares granted on June 13, 2012 on the respective date of the annual meeting next succeeding the date of grant of such shares, rather than upon such Director's retirement. Includes an amount equal to the aggregate dividends for which there has been a record date since June 13, 2012.
- Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$70,000. Shares will be delivered to each Director upon Director's retirement, 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 previously granted deferred shares for which there has been a record date since June 13, 2012. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.
- Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$70,000. Shares vest on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares, provided that the recipient is still a Director on such date or, if earlier, immediately prior to a Change of Control. Vested shares will be delivered to each Director on the date of the annual meeting next succeeding the date of grant of such shares or upon the Director's retirement, 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 previously granted deferred shares for which there has been a record date since June 13, 2012. The previously granted deferred shares vest on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares, provided that the recipient is still a Director on such date or, if earlier, immediately prior to a Change of Control. Vested shares will be delivered to each Director on the date of the annual meeting next succeeding the date of grant of such shares or upon the Director's retirement, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

**Remarks:**

Mary B. Reynolds, by Power of Attorney dated January 31, 2012 06/13/2013

\*\* 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.

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