

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE

AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

THE TJX COMPANIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

04-2207613
(I.R.S. Employer
Identification No.)

770 Cochituate Road
Framingham, Massachusetts 01701
(Address of principal executive offices, including zip code)

THE TJX COMPANIES, INC. GENERAL SAVINGS/PROFIT SHARING PLAN
(Full title of the plan)

DONALD G. CAMPBELL
Executive Vice President - Finance
The TJX Companies, Inc.
770 Cochituate Road
Framingham, Massachusetts 01701
(508) 390-1000

(Name, Address and Telephone Number, including Area Code, of Agent for Service)

EXPLANATORY NOTE

This Post-Effective Amendment deregisters 1,000,000 shares of Common Stock, \$1.00 par value, of The TJX Companies, Inc. registered for issuance under The TJX Companies, Inc. General Savings/Profit Sharing Plan. No securities were issued pursuant to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Framingham, The Commonwealth of Massachusetts, on this 22nd day of April, 2002.

The TJX Companies, Inc.

By: /s/ Donald G. Campbell

Name: Donald G. Campbell
Title: Executive Vice President-Finance

Pursuant to the requirement of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Dated: April , 2002

Edmond J. English, President
and Principal Executive Officer
and Director

Donald G. Campbell* Dated: April 22, 2002

Donald G. Campbell, Executive
Vice President - Finance,
Principal Financial and
Accounting Officer

Dated: April , 2002

David A. Brandon, Director

Bernard Cammarata* Dated: April 22, 2002

Bernard Cammarata, Director

Dated: April , 2002

Gary L. Crittenden, Director

Dated: April , 2002

Gail Deegan, Director

Dennis F. Hightower*

Dated: April 22, 2002

Dennis F. Hightower, Director

Richard Lesser*

Dated: April 22, 2002

Richard Lesser, Director

John F. O'Brien*

Dated: April 22, 2002

John F. O'Brien, Director

Robert F. Shapiro*

Dated: April 22, 2002

Robert F. Shapiro, Director

Willow B. Shire*

Dated: April 22, 2002

Willow B. Shire, Director

Fletcher H. Wiley*

Dated: April 22, 2002

Fletcher H. Wiley, Director

*By: /s/ Donald G. Campbell

Donald G. Campbell, for himself
and as attorney-in-fact

Dated: April 22, 2002