FORM 4

Check this box if no longer subject to

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington. | D.C. | 20549 |  |
|-------------|------|-------|--|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |
| hours per response:      |           |  |  |  |  |  |  |  |

Section 16. Form 4 or Form 5 obligations may continue. See Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Instruction 1(b).

| Name and Address of Reporting Person*     Sherr Richard |   |  |                |   |                  | 2. Issuer Name and Ticker or Trading Symbol TJX COMPANIES INC /DE/ [ TJX ] |        |                               |   |       |                       |  |  |   |   | of Reporting<br>cable)<br>or<br>(give title  | g Pers  | on(s) to Issi<br>10% Ov<br>Other (s | vner   |  |
|---|---|--|----------------|---|------------------|--|--------|-------------------------------|---|-------|-----------------------|--|--|---|---|--|---|-------------------------------------|--|--|
|   | (F<br>K COMPAN<br>CHITUATE  | NIES, INC.                                 | (Middle)       |   |                  | 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2019                |        |                               |   |       |                       |  |  |   | below)  SEVP, Group Pr  |  |   | below)                              |  |  |
| (Street) FRAMIN (City)                                  | NGHAM M   |  | 01701<br>(Zip) |   | _   4.           | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   |        |                               |   |       |                       |  |  | Individ<br>ne)<br>X   | vidual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person |  |   |                                     |  |  |
| (0.0)   |   |  |                | on-Deri   | ivativ           | e Se   | curi   | ties Ac                       | guired  | , Di  | sposed o              | of, or Be  | neficia                                | ally C  | wnec  |  |   |                                     |  |  |
| 1. Title of Security (Instr. 3) 2. Tran                 |   | 2. Transa                                  | action         | tion 2A. Deemed Execution Date,                             |                  | 3.<br>Transaction<br>Code (Instr.  |        | 4. Securities Acquired (A) or |   |       |                       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following        |  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) |   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership  |   |                                     |  |  |
|   |   |  |                |   |                  | Code   | v      | Amount                        | (A) or<br>(D)                                       | Price |                       | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                       |  |   |   | (Instr. 4)   |   |                                     |  |  |
| Common  | Stock   |  |                | 11/20   | 0/2019           |  |        |                               | М   |       | 14,660                | A  | \$37.                                  | 52  | 131,888   |  | D   |                                     |  |  |
| Common  | Stock   |  |                | 11/20   | /2019            | ,  |        |                               | M <sup>(1)</sup>                                    |       | 14,660                | D  | \$59.3                                 | 061   | 1 117,228 D   |  |   |                                     |  |  |
| Common  | Stock   |  |                | 11/20   | /2019            |  |        |                               | M   |       | 15,026                | A  | \$36.6                                 | 505   | 5 132,254 D   |  |   |                                     |  |  |
| Common  | Stock   |  |                | 11/20   | /2019            |  |        |                               | M <sup>(1)</sup>                                    |       | 15,026                | D  | \$59.3                                 | 061   | 61 117,228 D  |  |   |                                     |  |  |
|   |   | •  | Table II       |   |                  |  |        |                               |   |       | osed of,<br>convertil |  |  | y Ow  | ned   |  |   |                                     |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | xercise (Month/Day/Year)<br>e of<br>vative |                | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |                  | ection<br>Instr.   |        |                               | 6. Date Exercis<br>Expiration Date<br>(Month/Day/Ye |       | te                    | 7. Title an<br>of Securit<br>Underlyin<br>Derivative<br>(Instr. 3 an | ies<br>g<br>Security                   | Der<br>Sec  | Price of<br>Perivative<br>Security<br>Instr. 5)   | 9. Number<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4) | Owner<br>Form:<br>Direct<br>or Indi<br>(I) (Ins | Ownership                           | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |                |   | Code             | de V   | (A)    | (D)                           | Date<br>Exercisa                                    |       | Expiration<br>Date    | Title  | Amount<br>or<br>Number<br>of<br>Shares | er  |   |  |   |                                     |  |  |
| Option  | \$37.52   | 11/20/2019                                 |                |   | M <sup>(2)</sup> | <b>1</b> 4,660   |        | 14,660                        | 09/15/20  | )17   | 09/15/2026            | Common<br>Stock  | 14,660                                 | ) \$  | 0.00  | 0  |   | D                                   |  |  |
| Ontion  | \$36,605  | 11/20/2019                                 |                |   |                  |  | 15.026 |                               | 09/14/20  | 118   | 09/14/2027            | Common   | 15.026                                 | , ,   | 0.00  | 15.026   |   | D                                   |  |  |

## **Explanation of Responses:**

- 1. The price reported is the weighted average sales price of shares sold in multiple transactions at prices ranging from \$59.29 to \$59.37. 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:

/s/ Erica Farrell, by Power of Attorney dated May 2, 2019

11/21/2019

\*\* 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.