

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) 06/07/2016 | |
| | 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 | 06/07/2016 | | M ⁽¹⁾ | | 1,158 | A | \$0.00 ⁽¹⁾ | 10,282 | 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 | 06/07/2016 | | A | | 1,049.04 | | (2) | (2) | Common Stock | 1,049.04 | \$0.00 | 7,147.21 | D | |
| Deferred Stock Units | \$0.00 | 06/07/2016 | | A | | 71.17 | | (3) | (3) | Common Stock | 71.17 | \$0.00 | 7,218.38 | D | |
| Deferred Stock Units | \$0.00 | 06/07/2016 | | A | | 1,049.04 | | (4) | (4) | Common Stock | 1,049.04 | \$0.00 | 2,191.57 | D | |
| Deferred Stock Units | \$0.00 | 06/07/2016 | | A | | 13.33 | | (5) | (5) | Common Stock | 13.33 | \$0.00 | 2,204.9 | D | |
| Deferred Stock Units | \$0.00 | 06/07/2016 | | M | | | 1,158 | (1) | (1) | Common Stock | 1,158 | \$0.00 | 1,046.9 | D | |

Explanation of Responses:

- Receipt of deferred shares granted on June 11, 2015 in accordance with the terms of the Stock Incentive Plan. Includes an amount equal to the aggregate dividends for which there has been a record date since June 11, 2015.
- Constitutes an annual award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares will be delivered upon the Director's departure from the Board, 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 any previously granted annual award of deferred shares under the Plan for which there has been a record date since June 11, 2015. Deferred shares will be delivered upon the Director's departure from the Board at the same time the shares subject to the annual award are delivered, under and subject to the terms of the Plan.
- Constitutes an additional award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares vest on the date immediately preceding the date of the Company's annual meeting of stockholders next succeeding the award grant date, provided that the recipient is still a Director on that date or, to the extent provided by the terms of the award document, in connection with an earlier Change of Control. Vested shares will be delivered following vesting or upon the Director's departure from the Board, 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 any previously granted additional award of deferred shares under the Plan, which have not been delivered to the Director yet, for which there has been a record date since June 11, 2015. Deferred shares will be delivered at the same time the shares subject to the applicable additional award are delivered, under and subject to the terms of the Plan.

Remarks:

Mary B. Reynolds, by Power of Attorney dated January 31, 2012 06/09/2016

** 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.