File No. 333-_____

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

STOCK INCENTIVE PLAN

1993 STOCK INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS

(Full title of the plans)

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)

COPIES TO:

Jay H. Meltzer, Esq. The TJX Companies, Inc. 770 Cochituate Road Framingham, MA 01701 (508) 390-1000 Mary E. Weber, Esq. Ropes & Gray One International Place Boston, MA 02110 (617) 951-7000

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$1.00	12,500,000 shares	\$42.48	\$531,054,687.50	\$48,858.00

- (1) Plus such additional number of shares as may be issued under the Plans as a result of stock splits, stock dividends, or similar transactions.
- (2) Calculated pursuant to Rule 457(h) on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange Composite Transactions Tape on April 22, 2002.

EXPLANATORY NOTE

This Registration Statement registers 12,500,000 additional shares of Common Stock, \$1.00 par value, to be offered pursuant to the Stock Incentive Plan of The TJX Companies, Inc. Registration Statement (No. 33-12220), Registration Statement (No. 33-49747), and Registration Statement (No. 333-35073) are currently effective and the contents of these Registration Statements are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 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 PresidentFinance

POWER OF ATTORNEY

Pursuant to the requirement of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes and constitutes Edmond J. English, Donald G. Campbell and Jay H. Meltzer, with full power of substitution, to execute in the name of and on behalf of such person any amendment (including any post-effective amendment) to this Registration Statement, and any subsequent registration statement for the same offering that may be filed under Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement and any subsequent registration statement under Rule 462(b) as the person(s) so acting deems appropriate.

/s/ Edmond J. English Dated: April 22, 2002

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

/s/ Donald G. Campbell Dated: April 22, 2002

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

/s/ David A. Brandon Dated: April 22, 2002

David A. Brandon, Director

/s/ Bernard Cammarata	Dated:	April 23,	2002
Bernard Cammarata, Director			
/s/ Gary L. Crittenden	Dated:	April 22,	2002
Gary L. Crittenden, Director			
/s/ Gail Deegan	Dated:	April 22,	2002
Gail Deegan, Director			
/s/ Dennis F. Hightower	Dated:	April 19,	2002
Dennis F. Hightower, Director			
/s/ Richard Lesser	Dated:	April 24,	2002
Richard Lesser, Director			
	Dated:	April ,	2002
John F. O'Brien, Director			
/s/ Robert F. Shapiro	Dated:	April 22,	2002
Robert F. Shapiro, Director			
/s/ Willow B. Shire	Dated:	April 22,	2002
Willow B. Shire, Director			
/s/ Fletcher H. Wiley	Dated:	April 19,	2002
Fletcher H. Wiley, Director			

EXHIBIT INDEX

NUMBER

TITLE OF EXHIBIT

4	The TJX Companies, Inc. Stock Incentive Plan, as amended through June 5, 2001, is incorporated herein by reference to Exhibit 10.1 to the Form 10-Q filed for the quarter ended July 28, 2001.*
5	Opinion of Ropes & Gray
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ropes & Gray (contained in the opinion filed as Exhibit 5 hereto)
24	Power of Attorney (included in Part II of the Registration Statement under the caption "Signatures").

[Ropes & Gray Letterhead]

April 24, 2002

The TJX Companies, Inc. 770 Cochituate Road Framingham, MA 01701

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8, and all exhibits thereto (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 12,500,000 shares (the "Shares") of Common Stock, \$1.00 par value per share, of The TJX Companies, Inc., a Delaware corporation (the "Company") issuable pursuant to the Company's Stock Incentive Plan (the "Plan").

We are familiar with the actions taken by the Company in connection with the Shares. For purposes of this opinion, we have examined the Registration Statement, the Plan and such other documents as we have deemed appropriate.

We express no opinion as to the applicability of, compliance with or effect of Federal law or the law of any jurisdiction other than The Commonwealth of Massachusetts and the General Corporation Law of the State of Delaware.

Based on the foregoing, we are of the opinion that, when the Shares have been issued and sold and consideration received therefore by the Company in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,
/s/ Ropes & Gray
Ropes & Gray

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 for the registration of 12,500,000 additional shares of common stock offered pursuant to the Stock Incentive Plan, of our report dated February 26, 2002, except as to the stock split and the new credit facilities described in Note P which is as of April 10, 2002 relating to the financial statements, which appears in the 2001 Annual Report to Shareholders of The TJX Companies, Inc., which is incorporated by reference in The TJX Companies, Inc.'s Annual Report on Form 10-K for the year ended January 26, 2002.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts April 25, 2002