

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.)
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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
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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.



/s/ Bernard Cammarata Dated: April 23, 2002

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Bernard Cammarata, Director

/s/ Gary L. Crittenden Dated: April 22, 2002

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Gary L. Crittenden, Director

/s/ Gail Deegan Dated: April 22, 2002

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Gail Deegan, Director

/s/ Dennis F. Hightower Dated: April 19, 2002

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Dennis F. Hightower, Director

/s/ Richard Lesser Dated: April 24, 2002

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Richard Lesser, Director

----- Dated: April , 2002

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John F. O'Brien, Director

/s/ Robert F. Shapiro Dated: April 22, 2002

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Robert F. Shapiro, Director

/s/ Willow B. Shire Dated: April 22, 2002

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Willow B. Shire, Director

/s/ Fletcher H. Wiley Dated: April 19, 2002

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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