

PROSPECTUS SUPPLEMENT

 (To Prospectus Dated July 1, 1996)

3,180,723 SHARES

[LOGO]

COMMON STOCK
 (\$1.00 PAR VALUE)

This Prospectus Supplement relates to the sale from time to time by Salomon Brothers Inc (the "Purchaser") of a maximum of 3,180,723 shares of Common Stock, par value \$1.00 per share ("Common Stock"), of The TJX Companies, Inc., a Delaware corporation (the "Company"), that may be acquired by the Purchaser either (i) upon conversion of the Series C Cumulative Convertible Preferred Stock, par value \$1.00 per share (the "Series C Preferred Stock"), of the Company or (ii) under the standby arrangements described herein.

The Company has called all of the shares of Series C Preferred Stock (the "Series C Preferred Shares") for redemption on September 12, 1996 (the "Redemption Date") at a redemption price equal to \$51.875 per share, plus an amount equal to unpaid dividends accrued thereon from July 1, 1996 through the Redemption Date of \$0.616 per share, for a total redemption price of \$52.491 per share (the "Redemption Price"). No dividends will accrue on the Series C Preferred Shares from and after the Redemption Date. The Series C Preferred Shares are convertible into shares of Common Stock at the conversion price of \$25.9375 per share of Common Stock (equivalent to a conversion rate of 1.9277 shares of Common Stock per Series C Preferred Share), until 5:00 p.m., Eastern Daylight Savings Time, on September 11, 1996, the business day prior to the Redemption Date (the "Final Conversion Date"), at which time the conversion privilege terminates. Cash will be paid in lieu of any fractional shares of Common Stock. No payment or adjustment will be made for dividends accrued on Series C Preferred Shares surrendered for conversion.

In the event that less than all the Series C Preferred Shares are surrendered for conversion prior to the expiration of convertibility on the Final Conversion Date, the Company has made arrangements with the Purchaser to purchase from the Company, at the Company's option, such number of shares of Common Stock as would have been issuable upon conversion of the Series C Preferred Shares that have not been surrendered for conversion prior to 5:00 p.m., Eastern Daylight Savings Time, on the Final Conversion Date. The Purchaser may also purchase Series C Preferred Shares in the open market or otherwise prior to expiration of convertibility on the Final Conversion Date, and any Series C Preferred Shares so purchased will be converted into Common Stock. See "Standby Arrangements" for a description of the Purchaser's compensation and indemnification arrangements with the Company. The Common Stock is traded through the New York Stock Exchange under the symbol "TJX." On August 12, 1996, the reported closing price of the Common Stock on the New York Stock Exchange was \$34.50 per share. See "Price Range of Common Stock and Dividend Policy."

THE CONVERTIBILITY OF THE SERIES C PREFERRED SHARES WILL EXPIRE AT 5:00 P.M., EASTERN DAYLIGHT SAVINGS TIME, ON SEPTEMBER 11, 1996.

NO DIVIDENDS ACCRUED FOR THE PERIOD COMMENCING JULY 1, 1996 WILL BE PAID ON SERIES C PREFERRED SHARES DULY SURRENDERED FOR CONVERSION PRIOR TO THE EXPIRATION OF CONVERTIBILITY.

Under the foregoing alternatives, a holder of Series C Preferred Shares (a "Holder") who converted such Series C Preferred Shares on August 12, 1996 would have received Common Stock (including cash in lieu of any fractional share) having a market value of \$66.506, based on the reported closing price of the Common Stock on the New York Stock Exchange on that date. If such Series C Preferred Shares were surrendered for redemption on the Redemption Date, such holder would receive \$52.491 in cash for each Series C Preferred Share. WHILE NO ASSURANCE CAN BE GIVEN AS TO ANY FUTURE PRICES FOR THE COMMON STOCK, AS LONG AS THE MARKET PRICE OF THE COMMON STOCK (AFTER GIVING EFFECT TO COMMISSIONS AND OTHER COSTS OF SALE) REMAINS AT OR ABOVE \$27.230 PER SHARE, UPON CONVERSION OF THEIR SERIES C PREFERRED SHARES, HOLDERS WILL RECEIVE COMMON STOCK AND CASH FOR FRACTIONAL SHARES HAVING A CURRENT MARKET VALUE EQUAL TO OR GREATER THAN THE REDEMPTION PRICE. It should be noted, however, that the price of the Common

Stock received upon conversion will fluctuate in the market, and that Holders may incur various expenses of sale if such Common Stock is sold.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

On or before the close of business on September 12, 1996, the Purchaser may offer to the public Common Stock, including shares acquired through the purchase and conversion of the Series C Preferred Shares, at prices set from time to time by the Purchaser. It is intended that each such price when set will not exceed the greater of the last closing or current asked price of the Common Stock on the New York Stock Exchange ("NYSE"), plus an additional amount equal to an applicable commission, and it is intended that an offering price set on any calendar day will not be increased more than once during such day. The Purchaser may also make sales to dealers at prices which represent concessions from the prices at which such shares are being offered to the public. After the close of business on September 12, 1996, the Purchaser may offer Common Stock at a price or prices to be determined, but it is currently intended that any such price will be determined in conformity with the preceding sentence. The Purchaser may thus realize profits or losses independent of the compensation referred to under "Standby Arrangements." Any Common Stock will be offered by the Purchaser when, as and if accepted by the Purchaser and subject to its right to reject orders in whole or in part.

SALOMON BROTHERS INC

The date of this Prospectus Supplement is August 13, 1996.

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RECENT DEVELOPMENTS

On July 31, 1996, the Company announced that it was postponing the initial public offering of the stock of Chadwick's of Boston, Ltd. due to market conditions. Chadwick's, founded by the Company in 1983, offers off-price women's career and casual fashion apparel through a catalog operation. The Company also announced that it called for redemption on September 16, 1996, \$88.83 million of its 9 1/2% Sinking Fund Debentures.

PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

The Company's Common Stock is listed on the NYSE and is traded under the symbol TJX. The following table sets forth, for the fiscal periods indicated, the high and low sales prices per share of the Common Stock as reported on the NYSE, and the cash dividends declared per share of Common Stock. The reported closing price of the Common Stock on the NYSE on August 12, 1996 was \$34.50.

FISCAL YEAR ENDED -----	HIGH ----	LOW ---	CASH DIVIDENDS DECLARED PER SHARE -----
January 28, 1995			
1st Quarter.....	\$29 3/8	\$22 7/8	\$.14
2nd Quarter.....	24 7/8	18 1/8	.14
3rd Quarter.....	23 1/4	15 5/8	.14
4th Quarter.....	16 1/4	13 3/16	.14
January 27, 1996			
1st Quarter.....	14	11 1/8	.14
2nd Quarter.....	15 1/2	11 3/8	.14
3rd Quarter.....	15 3/4	11 1/2	.14
4th Quarter.....	19 7/8	13 1/2	.07
January 30, 1997			
1st Quarter.....	30 3/4	18 1/2	.07
2nd Quarter.....	36 5/8	26 3/8	.07
3rd Quarter (through August 12, 1996).....	35	29 1/4	--

In the fourth quarter of fiscal 1996, the Company reduced its quarterly dividend from \$.14 to \$.07 per share of Common Stock in order to use the approximately \$20 million in annual dividend savings in support of its acquisition of the Marshalls division of the Melville Corporation.

STANDBY ARRANGEMENTS

Under the terms and subject to the conditions in the Standby Agreement dated August 13, 1996 between the Company and the Purchaser (the "Standby Agreement"), the Purchaser has agreed to purchase from the Company, at the Company's option, for settlement on September 12, 1996, such number of shares of Common Stock as would have been issuable upon conversion of the Series C Preferred Shares that were not surrendered for conversion on or prior to the Final Conversion Date for a purchase price equal to the aggregate Redemption Price of such Series C Preferred Shares.

The Purchaser may also purchase Series C Preferred Shares in the open market or otherwise prior to the Final Conversion Date. The Purchaser has agreed to convert into Common Stock all Series C Preferred Shares owned by it.

The Company has been advised by the Purchaser that it proposes to offer for resale any shares of Common Stock purchased from the Company or acquired upon conversion as set forth on the cover page of this Prospectus. The Purchaser may also make sales of such shares to certain securities dealers at

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prices that may reflect concessions from the prices at which such shares are then being offered to the public. The amount of such concessions will be determined from time to time by the Purchaser.

Pursuant to the terms of the Standby Agreement and in consideration of its obligations thereunder, the Company has agreed to pay the Purchaser the sum of (i) \$433,053 and (ii) \$1.089 per share for each share purchased or received upon conversion pursuant to the Standby Agreement if the Purchaser purchases or receives more than 318,072 shares. Additionally, the Purchaser has agreed to pay to the Company 50% of the excess, if any, of the aggregate proceeds received by the Purchaser from the sale of shares of Common Stock purchased by it from the Company pursuant to the Standby Agreement (net of selling concessions and other reasonable expenses of sale and any transfer taxes) over an amount equal to \$27.230 multiplied by the number of such shares sold by the Purchaser.

The Company has agreed to indemnify the Purchaser against certain liabilities, including liabilities under the Securities Act of 1933, or contribute to payments the Purchaser may be required to make in respect thereof.

The Company will not, from the date of the Standby Agreement through the Redemption Date (and, in the event that the Purchaser acquires in excess of 318,072 shares of Common Stock, for an additional period of 90 days after the Redemption Date), without the prior written consent of the Purchaser, offer, sell or contract to sell, or otherwise dispose of, directly or indirectly, or announce or file for the registration of the offering of, any shares of Common Stock or any securities convertible into, or exchangeable for, shares of Common Stock, with certain exceptions.

The Purchaser has performed investment banking services for the Company from time to time in the ordinary course of its business.

LEGAL OPINIONS

Certain legal matters in connection with the sale of the Common Stock offered hereby will be passed upon for the Company by Ropes & Gray, Boston, Massachusetts and for the Purchaser by Latham & Watkins, New York, New York and by Cleary, Gottlieb, Steen & Hamilton, New York, New York.

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NO DEALER, SALESPERSON OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION, OR TO MAKE ANY REPRESENTATIONS, OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS SUPPLEMENT OR THE PROSPECTUS, IN CONNECTION WITH THE OFFER CONTAINED IN THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS, AND, IF GIVEN OR MADE, SUCH

OTHER INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY OR THE PURCHASER. NEITHER THE DELIVERY OF THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS NOR ANY SALE MADE HEREUNDER AND THEREUNDER SHALL UNDER ANY CIRCUMSTANCES CREATE AN IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF. THIS PROSPECTUS SUPPLEMENT AND THE PROSPECTUS ARE NOT AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITY IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

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3,180,723 SHARES

[LOGO]

COMMON STOCK
(\$1.00 PAR VALUE)

SALOMON BROTHERS INC

PROSPECTUS SUPPLEMENT
DATED AUGUST 13, 1996