FORM 10-Q/A

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

/X/ Quarterly Report Under Section 13 and 15(d)
of the Securities Exchange Act of 1934
or
/ / Transition Report Pursuant to Section 13 and 15(d)
of the Securities Exchange Act of 1934

For Quarter Ended October 25, 1997
Commission file number 1-4908

The TJX Companies, Inc.
(Exact name of registrant as specified in its charter)

DELAWARE	04-2207613
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

770 Cochituate Road Framingham, Massachusetts	01701
(Address of principal executive offices)	(Zip Code)

(508)390-1000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No .

The number of shares of Registrant's Common Stock outstanding as of November 22, 1997: 161,389,824

EXPLANATORY NOTE

The registrant hereby amends Part I of its Quarterly Report on Form 10-Q for the quarter ended October 25, 1997 to adjust Preferred Stock dividends to include the inducement fees paid upon the conversion of Series E Preferred stock and to include the excess cost of the carrying value of Series E Preferred shares repurchased during the periods ended October 25, 1997. This change does not affect reported Net Income, Primary and Fully diluted earnings per share, the Balance Sheets, Statements of Cash Flows, or Management's Discussion and Analysis as initially filed. This amendment changes only the "Preferred stock dividends" and the resulting "Net Income attributable to common shareholders" on The Statements of Income for the Thirteen and Thirty-Nine Weeks Ended October 25, 1997, as well as the disclosure in Note 6 of the Notes to Consolidated Financial Statements for the amount of Basic earnings per share pursuant to SFAS No. 128. The Basic earnings per share calculation (which requires adjustment for preferred stock dividends) is reduced by $.02 per share in both periods ended October 25, 1997. The diluted earnings per share disclosed in Note 6 pursuant to SFAS No. 128 is not impacted by this amendment.

PART I FINANCIAL INFORMATION
THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF INCOME
(UNAUDITED)
DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirteen Weeks Ended October 25, 1997	Thirteen Weeks Ended October 26, 1996
Net sales	$1,887,698	$1,722,429
Cost of sales, including buying and occupancy costs	1,414,336	1,305,271
Selling, general and administrative expenses	287,205	266,918
Interest expense, net	3,654	10,344
Income from continuing operations before income taxes and extraordinary item	182,503	139,896
Provision for income taxes	75,561	58,306
Income from continuing operations before extraordinary item	106,942	81,590
Income from discontinued operations, net of income taxes	-	8,805
Income before extraordinary item	106,942	90,395
Extraordinary (charge), net of income taxes	(1,777)	(2,885)
Net income	105,165	87,510
Preferred stock dividends	3,443	2,308
Net income attributable to common shareholders	$ 101,722	$ 85,202
Primary and fully diluted earnings per common share:		
Income from continuing operations	$ .61	$ .45
Income before extraordinary item	$ .61	$ .50
Net income	$ .60	$ .48
Cash dividends per common share	$ .05	$ .035

The accompanying notes are an integral part of the financial statements.

PART I FINANCIAL INFORMATION
THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF INCOME
(UNAUDITED)
DOLLARS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirty-Nine Weeks Ended October 25, 1997	Thirty-Nine Weeks Ended October 26, 1996
Net sales	$5,146,220	$4,742,935
Cost of sales, including buying and occupancy costs	3,940,216	3,694,820
Selling, general and administrative expenses	844,731	775,983
Interest expense, net	6,054	35,674
Income from continuing operations before income taxes and extraordinary item	355,219	236,458
Provision for income taxes	147,238	98,154
Income from continuing operations before extraordinary item	207,981	138,304
Income from discontinued operations, net		

of income taxes	-	18,231
Income before extraordinary item	207,981	156,535
Extraordinary (charge), net of income taxes	(1,777)	(2,885)
Net income	206,204	153,650
Preferred stock dividends	10,669	11,096
Net income attributable to common shareholders	$ 195,535	$ 142,554
Primary and fully diluted earnings per common share:		
Income from continuing operations	$1.16	$ .76
Income before extraordinary item	$1.16	$ .86
Net income	$1.15	$ .85
Cash dividends per common share	$ .15	$ .105

The accompanying notes are an integral part of the financial statements.

THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
BALANCE SHEETS
(UNAUDITED)
IN THOUSANDS

	October 25, 1997	January 25, 1997	October 26, 1996
ASSETS			
Current assets:			
Cash and cash equivalents	$ 143,602	$ 474,732	$ 236,035
Accounts receivable	110,117	57,275	90,695
Merchandise inventories	1,459,607	1,059,505	1,335,099
Prepaid expenses	16,859	16,379	19,054
Net current assets of discontinued operations	-	54,451	116,009
Total current assets	1,730,185	1,662,342	1,796,892
Property, at cost:			
Land and buildings	104,098	103,067	110,496
Leasehold costs and improvements	484,057	428,836	448,636
Furniture, fixtures and equipment	599,494	527,710	585,684
	1,187,649	1,059,613	1,144,816
Less accumulated depreciation and amortization	494,847	419,129	420,506
	692,802	640,484	724,310
Other assets	34,203	42,259	36,432
Goodwill and tradename, net of amortization	211,568	216,127	231,335
Net noncurrent assets of discontinued operations	-	-	48,627
TOTAL ASSETS	$2,668,758	$2,561,212	$2,837,596
LIABILITIES			
Current liabilities:			
Current installments of long-term debt	$ 2,199	$ 27,140	$ 94,708
Accounts payable	646,906	533,945	616,200
Accrued expenses and other current liabilities	576,280	577,046	624,850
Federal and state income taxes payable	57,107	44,165	28,930
Total current liabilities	1,282,492	1,182,296	1,364,688
Long-term debt exclusive of current installments:			
Real estate mortgages	21,827	22,391	22,926
Equipment notes	1,456	2,135	2,556
General corporate debt	219,894	219,884	514,880
Deferred income taxes	14,035	7,320	25,885

SHAREHOLDERS' EQUITYPreferred stock at face value, authorized 5,000,000 shares, par value $1, issued and outstanding cumulative convertible stock of:			
250,000 shares of 1.81% Series D	-	-	25,000
727,700 shares of 7% Series E	72,770	150,000	150,000
Common stock, par value $1, authorized 300,000,000 shares, issued and outstanding 161,751,535; 79,576,438 and 77,724,715 shares	161,752	79,576	77,725
Additional paid-in capital	254,588	429,017	386,600
Retained earnings	639,944	468,593	267,336
Total shareholders' equity	1,129,054	1,127,186	906,661
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$2,668,758	$2,561,212	$2,837,596

The accompanying notes are an integral part of the financial statements.

THE TJX COMPANIES, INC. AND CONSOLIDATED SUBSIDIARIES
STATEMENTS OF CASH FLOWS
(UNAUDITED)
IN THOUSANDS

	Thirty-Nine Weeks Ended	
	October 25, 1997	October 26, 1996
Cash flows from operating activities:		
Net income	$ 206,204	$ 153,650
Adjustments to reconcile net income to net cash provided by operating activities:		
(Income) from discontinued operations	-	(18,231)
Extraordinary charge	1,777	2,885
Depreciation and amortization	92,463	94,228
Gain on sale of other assets	(5,992)	-
Property disposals	7,181	6,291
Other	671	(3,282)
Changes in assets and liabilities:		
(Increase) in accounts receivable	(52,842)	(35,551)
(Increase) in merchandise inventories	(400,102)	(76,611)
(Increase) in prepaid expenses	(480)	(2,648)
Increase in accounts payable	112,961	179,566
Increase in accrued expenses and other current liabilities	32,424	10,794
Increase in income taxes payable	14,126	1,779
Increase in deferred income taxes	4,095	13,221
Net cash provided by operating activities	12,486	326,091
Cash flows from investing activities:		

Property additions	(145,065)	(83,025)
Proceeds from sale of Brylane, Inc. common stock	15,697	-
Contingent payment for acquisition of Marshalls	-	(49,327)
Proceeds adjustment for sale of Chadwick's	(33,190)	-
Net cash (used in) investing activities	(162,558)	(132,352)
Cash flows from financing activities:		
Principal payments on long-term debt	(26,184)	(45,493)
Prepayment of long-term debt	-	(92,459)
Stock repurchase	(182,413)	-
Proceeds from sale and issuance of common stock net	7,441	15,644
Cash dividends	(34,353)	(26,803)
Net cash (used in) financing activities	(235,509)	(149,111)
Net cash provided by (used in) continuing operations	(385,581)	44,628
Net cash provided by (used in) discontinued operations	54,451	(17,819)
Net increase (decrease) in cash and cash equivalents	(331,130)	26,809
Cash and cash equivalents at beginning of year	474,732	209,226
Cash and cash equivalents at end of period	$ 143,602	$ 236,035

The accompanying notes are an integral part of the financial statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Thirteen Weeks (Third Quarter) and Thirty-Nine Weeks Ended October 25, 1997 Versus Thirteen Weeks and Thirty-Nine Weeks Ended October 26, 1996

Effective December 7, 1996, the Company sold its Chadwick's of Boston mail order operation to Brylane, L.P. This transaction was accounted for in the Company's fourth quarter for the fiscal year ended January 25, 1997. The operating results for Chadwick's for all periods prior to the sale have been presented as discontinued operations.

Net sales from continuing operations for the third quarter were $1,887.7 million, up 10% from $1,722.4 million last year. For the nine months, net sales from continuing operations were $5,146.2 million, up 9% from $4,742.9 million for the same period last year. The increase in sales is primarily attributable to an increase in same store sales. Same store sales for the third quarter increased by 6% at T.J. Maxx, 8% at Marshalls, 14% at Winners, 20% at HomeGoods and 5% at T.K. Maxx. Same store sales for the nine months increased by 5% at T.J. Maxx, 8% at Marshalls, 16% at Winners, 15% at HomeGoods and 13% at T.K. Maxx.

Income from continuing operations for the third quarter was $106.9 million, or $.61 per common share versus $81.6 million, or $.45 per common share. For the nine months, income from continuing operations was $208.0 million, or $1.16 per common share versus $138.3 million, or $.76 per common share. The periods ending October 25, 1997 include an after-tax gain of $3.6 million, or $.02 per common share, from the sale of Brylane, Inc. common stock. After a $1.8 million extraordinary charge for the early retirement of the Company's revolving credit agreement, net income for the third quarter and nine months ended October 25, 1997 was $105.2 million, or $.60 per common share, and $206.2 million, or $1.15 per common share, respectively. For the periods ended October 26, 1996, the Company recorded net income of $87.5 million, or $.48 per common share, and $153.7 million, or $.85 per common share, for the third quarter and nine months, respectively, which includes an extraordinary charge and the results of its discontinued operation Chadwick's of Boston.

The following table sets forth operating results expressed as a percentage of net sales (continuing operations):

	Percentage of Net Sales			
	13 Weeks Ended		39 Weeks Ended	
	10/25/97	10/26/96	10/25/97	10/26/96
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including buying and occupancy costs	74.9	75.8	76.6	77.9
Selling, general and administrative expenses	15.2	15.5	16.4	16.4
Interest expense, net	.2	.6	.1	.7
Income from continuing operations before income taxes and extraordinary item	9.7%	8.1%	6.9%	5.0%

Cost of sales, including buying and occupancy costs as a percent of net sales, decreased in both periods from the prior year. This improvement reflects the benefits of the Marshalls acquisition. Enhanced purchasing power has allowed the Company to pass on better values to its customers and has improved sales and merchandise margins. The improvement in the quarter is less significant as the prior year results also reflect the improved trends associated with the Marshalls acquisition.

Selling, general and administrative expenses, as a percentage of net sales, decreased for the third quarter and was flat for the nine months. For the third quarter and nine months, selling, general and administrative expenses include a $6 million pre-tax gain from the sale of Brylane, Inc. common stock obtained by converting approximately 50% of the Brylane note into common stock. In addition, for the nine months ended October 1997, selling, general and administrative expenses include the following: (i) a charge of $10 million in connection with a deferred shares award granted under a new five year employment contract with the Company's Chief Executive Officer, (ii) an additional charge of $3.5 million recorded as compensation expense associated with the increase in market value associated with the deferred shares award described above and (iii) a charge of $5.0 million for the estimated cost of closing certain HomeGoods stores. These charges more than offset additional expense savings the Company had realized through the consolidation of certain administrative functions as a result of the Marshalls acquisition. Selling, general and administrative expenses, as a percent of net sales, excluding the above items, would have been 15.5% for the quarters ended October 1997 and October 1996 and 16.2% for the nine months ended October 1997 versus 16.4% last year.

Interest expense, net, decreased in the third quarter and nine months. The decrease is the result of the Company's prepayments on its 9 1/2% sinking fund debentures during the third quarter of fiscal 1997 and the $375 million term loan, incurred for the acquisition of Marshalls, during the fourth quarter of fiscal 1997. In addition, as a result of the Company's strong cash position, interest expense, net, for the nine months, reflects interest income of $14.2 million this year versus $8.2 million for the same period last year.

The following table sets forth the operating results of the Company's major business segments: (unaudited)

(In Thousands)

	Thirteen Weeks Ended October 25, 1997	Thirteen Weeks Ended October 26, 1996	Thirty-Nine Weeks Ended October 25, 1997	Thirty-Nine Weeks Ended October 26, 1996
Net sales:				
Off-price family apparel stores	$1,864,480	$1,702,818	$5,081,271	$4,683,859
Off-price home fashion stores	23,218	19,611	64,949	59,076
	$1,887,698	$1,722,429	$5,146,220	$4,742,935
Operating income (loss):				
Off-price family apparel stores	$ 193,608	$ 161,830	$ 410,180	$ 311,084
Off-price home fashion stores	(1,917)	(2,908)	(8,456)	(8,534)
	191,691	158,922	401,724	302,550
General corporate expense	4,880	8,029	38,490	28,458
Goodwill amortization	654	653	1,961	1,960
Interest expense, net	3,654	10,344	6,054	35,674
Income from continuing operations before income taxes and extraordinary item	$ 182,503	$ 139,896	$ 355,219	$ 236,458

The off-price family apparel stores segment comprised of T.J. Maxx, Marshalls, Winners and T.K. Maxx significantly increased its operating income for both the third quarter and nine months. This segment's increased operating results reflect the combined buying power of T.J. Maxx and Marshalls, as well as the expense savings resulting from the consolidation of Marshalls. Winners had significant increases in operating income in both periods. General corporate expense for the quarter and nine months was impacted by the gain associated with the sale of Brylane stock. The nine months is also impacted by a charge related to the deferred shares award granted in April 1997 to the Company's Chief Executive Officer as well as the reserves for certain HomeGoods store closings.

Stores in operation at the end of the period are as follows:

	October 25, 1997	October 26, 1996
T.J. Maxx	582	589
Marshalls	460	463
Winners	75	63
HomeGoods	24	23
T.K. Maxx	29	18

Financial Condition

Cash flows from operating activities for the nine months reflect increases in inventories and accounts payable that are primarily due to normal seasonal requirements. Comparisons to fiscal 1997's nine months are impacted by the Company's movement to a leaner inventory position during fiscal 1997.

On June 3, 1997, the Company's shareholders approved an increase in the number of authorized shares of common stock making the two-for-one stock split effective in the form of a 100% stock dividend. The split was distributed on June 26, 1997 to shareholders of record on June 11, 1997 and resulted in the issuance of 79.8 million shares of common stock along with a corresponding decrease of $79.8 million in additional paid-in capital. All historical earnings per share amounts have been restated to reflect the two-for-one stock split.

On June 25, 1997, the Company announced a program to purchase up to an aggregate of $250 million of the Company's common stock and Series E preferred stock to be accomplished through open market purchases or other transactions. Through October 25, 1997, the Company has purchased 6,496,045 shares of common stock and 2,500 shares of Series E preferred stock at a cost of $182.4 million. The Company is no longer seeking to purchase its Series E preferred stock. The average price of the common shares repurchased was $27.97 per share.

Through October 25, 1997, shareholders converted 769,800 shares of Series E preferred stock into 8,310,927 shares of common stock. The Company paid $3.8 million to induce conversion of the preferred shares.

In September 1997, the Company replaced its $500 million revolving credit agreement with a new five year $500 million revolving credit facility. The new agreement provides for reduced commitment fees on the unused portion of the line as well as lower borrowing costs. The Company recorded an extraordinary charge of $1.8 million associated with the write off of deferred financing costs of the former agreement.

The following table sets forth the shareholders' equity transactions for the nine months ended October 25, 1997: (unaudited)

(In Millions)

	Prfd Stock Face Value	Common Stock Par Value	Add'l Paid-In Capital	Retained Earnings	Total
Balance, January 25, 1997	$150.0	$79.6	$429.0	$468.6	$1,127.2
Net income	-	-	-	206.2	206.2
Cash dividends:					
Preferred	-	-	-	(6.4)	(6.4)
Common	-	-	-	(24.2)	(24.2)
Conversion of cumulative Series E Preferred stock into common	(76.9)	8.3	68.6	(3.8)	(3.8)
Stock repurchase					
Preferred	(.3)	-	-	(.5)	(.8)
Common	-	(6.5)	(175.1)	-	(181.6)
Stock split	-	79.8	(79.8)	-	-

Issuance of common stock under stock incentive plan	-	.6	7.9	-	8.5
Other	-	-	4.0	-	4.0
Balance, October 25, 1997	$ 72.8	$161.8	$254.6	$639.9	$1,129.1

During the fourth quarter of fiscal 1997, the Company completed the sale of its Chadwick's of Boston catalog division to Brylane, L.P. Proceeds of approximately $300 million included cash, a 10-year $20 million Convertible Subordinated Note at 6% interest and Chadwick's consumer credit card receivables. During the second quarter of fiscal 1998, the Company paid Brylane $28.8 million as an estimated adjustment of the cash proceeds based on the closing balance sheet of Chadwick's as of December 7, 1996 as prepared by the Company. During the third quarter ended October 1997, the Company paid Brylane $4.4 million upon agreement of the final closing balance sheet of Chadwick's as of December 7, 1996. The results of Chadwick's for all periods prior to December 7, 1996 have been reclassified to discontinued operations. The cash provided by discontinued operations represents the collection of the remaining balance of the Chadwick's consumer credit card receivables outstanding as of January 1997.

During the quarter ended October 1997, the Company converted a portion of the Brylane note into 352,908 shares of Brylane, Inc., common stock which it sold for $15.7 million. This sale resulted in an after-tax gain of $3.6 million, or $.02 per share.

The Company is in the process of converting all necessary systems to be Year 2000 compliant. The Company expects to spend an aggregate of approximately $10 million on conversion costs, primarily in fiscal 1998 and 1999.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The results for the nine months are not necessarily indicative of results for the full fiscal year, because the Company's business, in common with the businesses of retailers generally, is subject to seasonal influences, with higher levels of sales and income generally realized in the second half of the year.

2. The preceding data are unaudited and reflect all normal recurring adjustments, the use of retail statistics, and accruals and deferrals among periods required to match costs properly with the related revenue or activity, considered necessary by the Company for a fair presentation of its financial statements for the periods reported, all in accordance with generally accepted accounting principles and practices consistently applied.

3. The Company's cash payments for interest expense and income taxes are as follows: (in thousands)

	Thirty-Nine Weeks Ended October 25, 1997	October 26, 1996
Cash paid for:		
Interest expense	$ 16,791	$35,284
Income taxes	129,171	90,089

4. In October 1988, the Company completed the sale of its former Zayre stores division to Ames Department Stores, Inc. ("Ames"). In April 1990, Ames filed for protection under Chapter 11 of the Federal Bankruptcy Code and in December 1992, Ames emerged from bankruptcy under a plan of reorganization. The Company is liable for certain amounts to be distributed under the plan for certain unassigned landlord claims under certain former Zayre store leases on which the Company was liable as of the date of the sale and which Ames has rejected.

   The Company remains contingently liable for the leases of most of the former Zayre stores still operated by Ames. In addition, the Company is contingently liable on a number of leases of the Hit or Miss division, the Company's former off-price women's specialty stores, sold in September 1995. The Company believes that in view of the nature of the leases and the fact that Ames and Hit or Miss are primarily liable, the Company's contingent liability on these leases will not have a material effect on the Company's financial condition. Accordingly, the Company believes its available reserves should be adequate to cover all reasonably expected liabilities associated with discontinued operations that it may incur.

The Company is also contingently liable on certain leases of HomeBase, Inc. (previously named Waban Inc.), which was spun off by the Company in fiscal 1990. HomeBase, Inc. is primarily liable and has indemnified the Company for any amounts the Company may have to pay with respect to such leases. HomeBase, Inc. recently consummated a spin-off of BJ's Wholesale Club, Inc. HomeBase, Inc., BJ's Wholesale Club, Inc., and the Company have entered into agreements under which BJ's Wholesale Club, Inc. has substantial indemnification responsibility with respect to such HomeBase leases. The Company is also contingently liable on certain

leases of BJ's Wholesale Club, Inc. for which both BJ's Wholesale Club, Inc. and HomeBase, Inc. remain liable. As a result of the foregoing, the Company believes that its contingent liability on the HomeBase, Inc. and BJ's Wholesale Club, Inc. leases will not have a material effect on the Company's financial condition.

5. During the fourth quarter of fiscal 1997, the Company completed the sale of its Chadwick's of Boston catalog division to Brylane, L.P. Proceeds of approximately $300 million included cash, a 10-year $20 million Convertible Subordinated Note at 6% interest and Chadwick's consumer credit card receivables. During the second quarter of fiscal 1998, the Company paid Brylane $28.8 million as an estimated adjustment of the cash proceeds based on the closing balance sheet of Chadwick's as of December 7, 1996 as prepared by the Company. During the third quarter ended October 1997, the Company paid Brylane $4.4 million upon agreement of the final closing balance sheet of Chadwick's as of December 7, 1996.

6. During 1996, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 128 "Earnings per Share." This statement specifies the computation, presentation and disclosures for basic and dilutive earnings per share. The Company will implement the standard in its fourth quarter period for the fiscal year ended January 31, 1998. Using the new method for computing earnings per share, basic earnings per share and dilutive earnings per share would be as follows:

	13 Weeks Ended		39 Weeks Ended	
	October 25, 1997	October 26, 1996	October 25, 1997	October 26, 1996
Income from continuing operations:				
Basic	$ .63	$ .52	$1.23	$ .86
Dilutive	.62	.46	1.18	.79
Net income:				
Basic	.62	.56	1.22	.96
Dilutive	.61	.50	1.17	.87

7. On April 9, 1997, the Company approved a two-for-one stock split to be effected in the form of a 100% stock dividend which was subject to approval by the shareholders of an increase in the number of authorized shares of the Company's common stock. On June 3, 1997, the shareholders approved an increase in the number of authorized shares of common stock making the two-for-one stock split effective. The split was distributed on June 26, 1997 to shareholders of record on June 11, 1997 and resulted in the issuance of 79.8 million shares of common stock along with a corresponding decrease of $79.8 million in additional paid-in capital. All historical earnings per share amounts have been restated to reflect the two-for-one stock split.

8. On June 25, 1997, the Company announced a program to purchase up to an aggregate of $250 million of the Company's common stock and Series E preferred stock to be accomplished through open market purchases or other transactions. Through October 25, 1997, the Company has purchased 6,496,045 shares of common stock and 2,500 shares of Series E preferred stock at a cost of $182.4 million. The Company is no longer seeking to purchase its Series E preferred stock. The average price of the common shares repurchased was $27.97 per share.

Through October 25, 1997, the shareholders converted 769,800 shares of Series E preferred stock into 8,310,927 shares of common stock. The Company paid $3.8 million to induce conversion of the preferred shares.

PART II. Other Information

Item 6 (a) Exhibits

11 Statement re Computation of Per Share Earnings.

Item 6 (b) Reports on Form 8-K

N/A

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE TJX COMPANIES, INC.
(Registrant)

Date: January 20, 1998

/s/ Donald G. Campbell
Donald G. Campbell, Executive Vice
President - Finance, on behalf
of The TJX Companies, Inc. and as
Principal Financial and Accounting
Officer of The TJX Companies, Inc.