



**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**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 Number)*

**770 Cochituate Road  
Framingham, Massachusetts 01701  
(508) 390-1000**  
*(Address, of principal executive offices, including zip code)*

**Jeffrey G. Naylor**  
Senior Executive Vice President, Chief Financial Officer  
The TJX Companies, Inc.  
770 Cochituate Road  
Framingham, Massachusetts 01701  
(508) 390-1000  
*(Name and address, including zip code, and telephone  
number, including area code, of agent for service)*

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Please send copies of all communications to:

**Mary E. Weber, Esq.**  
Ropes & Gray LLP  
One International Place  
Boston, Massachusetts 02110  
(617) 951-7000

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The TJX Companies, Inc. registered \$517,500,000 principal amount at maturity of Liquid Yield Option™ Notes Due 2021 (the “LYONs”) and 16,905,172 shares of common stock (after giving effect to a stock split) issuable upon conversion of the LYONs (the “Shares”) to allow selling securityholders to resell their LYONs and the Shares. As of the date of this Post-Effective Amendment, \$510,095,000 in principal amount at maturity of the LYONs and none of the Shares have been resold pursuant to the Registration Statement. This Post-Effective Amendment deregisters \$7,405,000 in principal amount at maturity of the LYONs and 16,905,172 of the Shares that were not sold pursuant to the Registration Statement.

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**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-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Framingham, Commonwealth of Massachusetts, on the 18th day of April, 2005.

THE TJX COMPANIES, INC.

By: /s/ Edmond J. English

Name: Edmond J. English

Title: President and Chief Executive Officer

Pursuant to the requirement of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u>	President, Chief Executive Officer and Director	April 18, 2005
<u>Edmond J. English /s/ Jeffrey G. Naylor</u>	Senior Executive Vice President and Chief Financial Officer	April 18, 2005
<u>Jeffrey G. Naylor *</u>	Chairman and Director	April 18, 2005
<u>Bernard Cammarata</u>	Director	April 18, 2005
<u>David A. Brandon *</u>	Director	April 18, 2005
<u>Gary L. Crittenden</u>		

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Gail Deegan *	Director	April 18, 2005
Dennis F. Hightower * _____ Richard G. Lesser * _____ John F. O'Brien * _____ Robert F. Shapiro _____ Willow B. Shire * _____ Fletcher H. Wiley	Director Director Director Director Director Director Director	April 18, 2005 April 18, 2005 April 18, 2005 April 18, 2005 April 18, 2005 April 18, 2005 April 18, 2005

\*By: /s/ Edmond J. English  
Edmond J. English, for himself and as attorney-in-fact