

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(mark one)
 Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **October 27, 2012**

Or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission file number **1-4908**

The TJX Companies, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

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

04-2207613
(I.R.S. Employer
Identification No.)

01701
(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 NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The number of shares of registrant's common stock outstanding as of October 27, 2012: 729,252,705

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

THE TJX COMPANIES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
AMOUNTS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	<u>Thirteen Weeks Ended</u>	
	<u>October 27, 2012</u>	<u>October 29, 2011</u>
Net sales	<u>\$6,410,913</u>	<u>\$5,793,128</u>
Cost of sales, including buying and occupancy costs	4,566,073	4,166,587
Selling, general and administrative expenses	1,090,282	954,238
Interest expense, net	<u>6,089</u>	<u>8,551</u>
Income before provision for income taxes	748,469	663,752
Provision for income taxes	<u>286,918</u>	<u>257,265</u>
Net income	<u>\$ 461,551</u>	<u>\$ 406,487</u>
Basic earnings per share:		
Net income	\$ 0.63	\$ 0.54
Weighted average common shares – basic	731,575	754,273
Diluted earnings per share:		
Net income	\$ 0.62	\$ 0.53
Weighted average common shares – diluted	745,741	766,052
Cash dividends declared per share	\$ 0.115	\$ 0.095

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

THE TJX COMPANIES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)
AMOUNTS IN THOUSANDS EXCEPT PER SHARE AMOUNTS

	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Net sales	<u>\$ 18,154,558</u>	<u>\$ 16,481,697</u>
Cost of sales, including buying and occupancy costs	13,006,874	11,969,880
Selling, general and administrative expenses	3,010,922	2,832,405
Interest expense, net	<u>24,098</u>	<u>26,577</u>
Income before provision for income taxes	2,112,664	1,652,835
Provision for income taxes	<u>810,821</u>	<u>632,059</u>
Net income	<u>\$ 1,301,843</u>	<u>\$ 1,020,776</u>
Basic earnings per share:		
Net income	\$ 1.77	\$ 1.33
Weighted average common shares – basic	736,846	764,648
Diluted earnings per share:		
Net income	\$ 1.73	\$ 1.31
Weighted average common shares – diluted	751,034	776,978
Cash dividends declared per share	\$ 0.345	\$ 0.285

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

THE TJX COMPANIES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)
AMOUNTS IN THOUSANDS

	Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011
Net income	\$ 461,551	\$ 406,487
Other comprehensive income, net of related tax effects:		
Foreign currency translation adjustments	31,096	(37,851)
Recognition of prior service cost and deferred gains/losses	2,971	1,639
Total comprehensive income	\$ 495,618	\$ 370,275
	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Net income	\$ 1,301,843	\$ 1,020,776
Other comprehensive income, net of related tax effects:		
Foreign currency translation adjustments	16,640	5,446
Recognition of prior service cost and deferred gains/losses	11,021	3,624
Total comprehensive income	\$ 1,329,504	\$ 1,029,846

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

THE TJX COMPANIES, INC.
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
IN THOUSANDS, EXCEPT SHARE DATA

	October 27, 2012	January 28, 2012	October 29, 2011
ASSETS			
Current assets:			
Cash and cash equivalents	\$1,641,915	\$1,507,112	\$ 956,932
Short-term investments	200,986	94,691	71,737
Accounts receivable, net	238,251	204,304	235,975
Merchandise inventories	3,297,119	2,950,523	3,706,022
Prepaid expenses and other current assets	231,756	270,133	366,183
Current deferred income taxes, net	84,638	105,869	81,202
Total current assets	<u>5,694,665</u>	<u>5,132,632</u>	<u>5,418,051</u>
Property at cost:			
Land and buildings	529,859	349,778	344,880
Leasehold costs and improvements	2,482,837	2,311,813	2,300,188
Furniture, fixtures and equipment	3,718,976	3,426,966	3,406,787
Total property at cost	<u>6,731,672</u>	<u>6,088,557</u>	<u>6,051,855</u>
Less accumulated depreciation and amortization	3,676,003	3,382,180	3,352,877
Net property at cost	<u>3,055,669</u>	<u>2,706,377</u>	<u>2,698,978</u>
Property under capital lease, net of accumulated amortization of \$23,824 and \$23,266, at January 28, 2012 and October 29, 2011, respectively	—	8,748	9,306
Other assets	241,809	253,913	224,687
Goodwill and tradename, net of amortization	179,946	179,935	179,958
TOTAL ASSETS	<u><u>\$9,172,089</u></u>	<u><u>\$8,281,605</u></u>	<u><u>\$8,530,980</u></u>
LIABILITIES			
Current liabilities:			
Obligation under capital lease due within one year	\$ —	\$ 2,970	\$ 2,912
Accounts payable	2,059,200	1,645,324	2,048,362
Accrued expenses and other current liabilities	1,513,038	1,364,705	1,328,226
Federal, foreign and state income taxes payable	26,753	50,424	—
Total current liabilities	<u>3,598,991</u>	<u>3,063,423</u>	<u>3,379,500</u>
Other long-term liabilities	920,859	861,768	720,399
Non-current deferred income taxes, net	411,314	362,501	462,384
Obligation under capital lease, less portion due within one year	—	10,147	10,912
Long-term debt, exclusive of current installments	774,533	774,476	774,457
SHAREHOLDERS' EQUITY			
Common stock, authorized 1,200,000,000 shares, par value \$1, issued and outstanding 729,252,705; 746,702,028 and 754,280,240, respectively	729,253	746,702	754,280
Additional paid-in capital	—	—	—
Accumulated other comprehensive (loss)	(164,914)	(192,575)	(82,685)
Retained earnings	2,902,053	2,655,163	2,511,733
Total shareholders' equity	<u>3,466,392</u>	<u>3,209,290</u>	<u>3,183,328</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u><u>\$9,172,089</u></u>	<u><u>\$8,281,605</u></u>	<u><u>\$8,530,980</u></u>

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

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

	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Cash flows from operating activities:		
Net income	\$ 1,301,843	\$1,020,776
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	372,367	356,943
Loss on property disposals	4,298	4,498
Deferred income tax provision	62,102	197,286
Share-based compensation	49,600	49,799
Excess tax benefits from share-based compensation	(43,901)	(34,063)
Changes in assets and liabilities:		
(Increase) in accounts receivable	(33,367)	(35,518)
(Increase) in merchandise inventories	(336,998)	(931,492)
Decrease (increase) in prepaid expenses and other current assets	47,333	(106,999)
Increase in accounts payable	407,015	358,899
Increase (decrease) in accrued expenses and other liabilities	253,921	(46,695)
Other	(4,250)	(2,604)
Net cash provided by operating activities	<u>2,079,963</u>	<u>830,830</u>
Cash flows from investing activities:		
Property additions	(775,597)	(661,419)
Purchase of short-term investments	(262,523)	(112,826)
Sales and maturities of short-term investments	155,480	117,696
Proceeds from sale of fixed assets	7,035	10,647
Proceeds from repayments on note receivable	27,455	747
Net cash (used in) investing activities	<u>(848,150)</u>	<u>(645,155)</u>
Cash flows from financing activities:		
Cash payments for debt issuance expenses	(1,316)	(2,299)
Payments on capital lease obligation	(1,456)	(2,021)
Cash payments for repurchase of common stock	(1,004,432)	(974,756)
Proceeds from issuance of common stock	100,944	168,004
Excess tax benefits from share-based compensation	43,901	34,063
Cash dividends paid	(240,316)	(203,518)
Net cash (used in) financing activities	<u>(1,102,675)</u>	<u>(980,527)</u>
Effect of exchange rate changes on cash	5,665	10,033
Net increase (decrease) in cash and cash equivalents	134,803	(784,819)
Cash and cash equivalents at beginning of year	1,507,112	1,741,751
Cash and cash equivalents at end of period	<u>\$ 1,641,915</u>	<u>\$ 956,932</u>

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

THE TJX COMPANIES, INC.
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(UNAUDITED)
IN THOUSANDS

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Par Value \$1				
Balance, January 28, 2012	746,702	\$ 746,702	\$ —	\$ (192,575)	\$2,655,163	\$ 3,209,290
Comprehensive income:						
Net income	—	—	—	—	1,301,843	1,301,843
Foreign currency translation adjustments	—	—	—	16,640	—	16,640
Recognition of prior service cost and deferred gains/losses	—	—	—	11,021	—	11,021
Total comprehensive income						1,329,504
Cash dividends declared on common stock	—	—	—	—	(253,830)	(253,830)
Recognition of share-based compensation	—	—	49,600	—	—	49,600
Issuance of common stock under stock incentive plan and related tax effect	6,603	6,603	129,657	—	—	136,260
Common stock repurchased	(24,052)	(24,052)	(179,257)	—	(801,123)	(1,004,432)
Balance, October 27, 2012	<u>729,253</u>	<u>\$ 729,253</u>	<u>\$ —</u>	<u>\$ (164,914)</u>	<u>\$2,902,053</u>	<u>\$ 3,466,392</u>

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

Note A. Summary of Significant Accounting Policies

Basis of Presentation: The consolidated interim financial statements are unaudited and, in the opinion of management, 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 TJX Companies, Inc. (together with its subsidiaries, "TJX") for a fair presentation of its financial statements for the periods reported, all in conformity with accounting principles generally accepted in the United States of America ("GAAP") consistently applied. The consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements, including the related notes, contained in TJX's Annual Report on Form 10-K for the fiscal year ended January 28, 2012 ("fiscal 2012").

These interim results are not necessarily indicative of results for the full fiscal year, because TJX'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.

The January 28, 2012 balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP.

Fiscal Year: TJX's fiscal year ends on the Saturday nearest to the last day of January of each year. The current fiscal year ends February 2, 2013 ("fiscal 2013") and is a 53-week fiscal year. Fiscal 2012 was a 52-week fiscal year.

Share-Based Compensation: Total share-based compensation expense was \$19.7 million for the quarter ended October 27, 2012 and \$18.1 million for the quarter ended October 29, 2011. Total share-based compensation expense was \$49.6 million for the nine months ended October 27, 2012 and \$49.8 million for the nine months ended October 29, 2011. These amounts include stock option expense as well as restricted and deferred stock amortization. There were options to purchase 2.2 million shares of common stock exercised during the quarter ended October 27, 2012 and options to purchase 6.3 million shares of common stock exercised during the nine months ended October 27, 2012, leaving options to purchase 38.8 million shares of common stock outstanding as of October 27, 2012.

Cash and Cash Equivalents: TJX generally considers highly liquid investments with a maturity of 90 days or less at the date of purchase to be cash equivalents. Investments with maturities greater than 90 days but less than one year at the date of purchase are included in short-term investments. TJX's investments are primarily high-grade commercial paper, institutional money market funds and time deposits with major banks.

As of October 27, 2012, TJX's cash and cash equivalents held outside the U.S. was \$828.4 million of which \$317.9 million was held in countries where TJX has the intention to indefinitely reinvest any undistributed earnings.

Merchandise Inventories: Inventories are stated at the lower of cost or market. TJX uses the retail method for valuing inventories which results in a weighted average cost. TJX utilizes a permanent markdown strategy and lowers the cost value of the inventory that is subject to markdown at the time the retail prices are lowered in the stores. TJX accrues for inventory obligations at the time inventory is shipped. As a result, merchandise inventories on TJX's balance sheet include an accrual for in-transit inventory of \$394.1 million at October 27, 2012, \$395.9 million at January 28, 2012 and \$504.3 million at October 29, 2011. Comparable amounts were reflected in accounts payable at those dates.

New Accounting Standards: There were no new accounting standards issued during the nine-month period ended October 27, 2012 that are expected to have a material impact on TJX's financial condition, results of operations or cash flows.

Note B. Dispositions and Reserves related to Former Operations

Consolidation of A.J. Wright: On December 8, 2010, TJX's Board of Directors approved the consolidation of the A.J. Wright division whereby TJX would convert 90 A.J. Wright stores into T.J. Maxx, Marshalls or HomeGoods stores and close A.J. Wright's remaining 72 stores, two distribution centers and home office. The liquidation process commenced in the fourth quarter of fiscal 2011 and was completed during the first quarter of fiscal 2012.

The A.J. Wright consolidation was not classified as a discontinued operation due to TJX's expectation that a significant portion of the sales of the A.J. Wright stores would migrate to other TJX stores. As a result, the costs incurred in fiscal 2012 relating to the A.J. Wright consolidation were reflected in continuing operations as part of the A.J. Wright segment. The first quarter of fiscal 2012 included a \$49 million A.J. Wright segment loss which includes operating losses and the cost to close the remaining stores.

Reserves Related to Former Operations: TJX has a reserve for its estimate of future obligations of former business operations that TJX has either closed or sold. The reserve activity is presented below:

In thousands	Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011
Balance at beginning of year	\$ 45,381	\$ 54,695
Additions to the reserve charged to net income:		
A.J. Wright closing costs	16,000	32,686
Interest accretion	536	646
Charges against the reserve:		
Lease-related obligations	(10,008)	(18,952)
Termination benefits and all other	(1,124)	(16,761)
Balance at end of period	<u>\$ 50,785</u>	<u>\$ 52,314</u>

During the third quarter of fiscal 2013 TJX increased this reserve by \$16 million to reflect a change in the Company's estimate of lease related obligations. In the first quarter of fiscal 2012, TJX increased the reserve by \$33 million for the estimated cost of closing the A.J. Wright stores that remained open in fiscal 2012 and were not converted to other banners.

The lease-related obligations included in the reserve reflect TJX's estimation of lease costs, net of estimated subtenant income, and the cost of probable claims against TJX for liability, as an original lessee or guarantor of the leases of A.J. Wright and other former TJX businesses, after mitigation of the number and cost of these lease obligations. The actual net cost of these lease-related obligations may differ from TJX's estimate. TJX estimates that the majority of the former operations reserve will be paid in the next three to five years. The actual timing of cash outflows will vary depending on how the remaining lease obligations are actually settled.

TJX may also be contingently liable on up to 13 leases of BJ's Wholesale Club, a former TJX business, and up to five leases of Bob's Stores, also a former TJX business, in addition to leases included in the reserve. The reserve for former operations does not reflect these leases because TJX believes that the likelihood of future liability to TJX is remote.

Note C. Capital Stock and Earnings Per Share

Capital Stock: On January 5, 2012, TJX announced that its Board of Directors approved a two-for-one stock split of its common stock in the form of a stock dividend. One additional share was paid for each share held by holders of record as of the close of business on January 17, 2012. The shares were distributed on February 2, 2012 and resulted in the issuance of 372 million shares of common stock. The balance sheets as of January 28, 2012 and October 29, 2011 have been adjusted to retroactively present the two-for-one stock split. Also, all historical per share amounts and references to common stock activity, as well as basic and diluted share amounts utilized in the calculation of earnings per share, have been adjusted to reflect the split.

During the quarter ended October 27, 2012, TJX repurchased and retired 8.9 million shares of its common stock at a cost of \$400.0 million. For the nine months ended October 27, 2012, TJX repurchased and retired 22.5 million shares of its common stock at a cost of \$949.9 million. TJX reflects stock repurchases in its financial statements on a “settlement” basis. TJX had cash expenditures under its stock repurchase programs of \$1,004.4 million for the nine months ended October 27, 2012 and \$974.8 million for the nine months ended October 29, 2011. These expenditures were funded primarily by cash generated from operations.

In April 2012, TJX completed the \$1 billion stock repurchase program authorized by its Board of Directors in February 2011 under which TJX repurchased 32.3 million shares of common stock.

In February 2012, TJX announced that its Board of Directors approved a stock repurchase program that authorizes the repurchase of up to an additional \$2 billion of TJX common stock from time to time. At October 27, 2012, on a “trade” basis, \$1,274.7 million remained available for repurchase under this program. All shares repurchased under the stock repurchase programs have been retired.

TJX has five million shares of authorized but unissued preferred stock, \$1 par value.

Earnings per share: The following schedule presents the calculation of basic and diluted earnings per share (“EPS”) for net income:

<u>In thousands, except per share data</u>	<u>Thirteen Weeks Ended</u>	
	<u>October 27, 2012</u>	<u>October 29, 2011</u>
Basic earnings per share		
Net income	\$461,551	\$406,487
Weighted average common shares outstanding for basic EPS	731,575	754,273
Basic earnings per share	\$ 0.63	\$ 0.54
Diluted earnings per share		
Net income	\$461,551	\$406,487
Shares for basic and diluted earnings per share calculations:		
Weighted average common shares outstanding for basic EPS	731,575	754,273
Assumed exercise/vesting of:		
Stock options and awards	14,166	11,779
Weighted average common shares outstanding for diluted EPS	<u>745,741</u>	<u>766,052</u>
Diluted earnings per share	\$ 0.62	\$ 0.53
<u>In thousands, except per share data</u>	<u>Thirty-Nine Weeks Ended</u>	
	<u>October 27, 2012</u>	<u>October 29, 2011</u>
Basic earnings per share		
Net income	\$1,301,843	\$1,020,776
Weighted average common shares outstanding for basic EPS	736,846	764,648
Basic earnings per share	\$ 1.77	\$ 1.33
Diluted earnings per share		
Net income	\$1,301,843	\$1,020,776
Shares for basic and diluted earnings per share calculations:		
Weighted average common shares outstanding for basic EPS	736,846	764,648
Assumed exercise/vesting of:		
Stock options and awards	14,188	12,330
Weighted average common shares outstanding for diluted EPS	<u>751,034</u>	<u>776,978</u>
Diluted earnings per share	\$ 1.73	\$ 1.31

The weighted average common shares for the diluted earnings per share calculation excludes the impact of outstanding stock options if the assumed proceeds per share of the option is in excess of the related fiscal period’s average price of TJX’s common stock. Such options are excluded because they would have an antidilutive effect. There were 4.9 million such options excluded for the thirteen weeks and thirty-nine weeks ended October 27, 2012. There were no such options to exclude for the thirteen weeks ended October 29, 2011. There were 7.8 million such options excluded for the thirty-nine weeks ended October 29, 2011.

Note D. Financial Instruments

As a result of its operating and financing activities, TJX is exposed to market risks from changes in interest and foreign currency exchange rates and fuel costs. These market risks may adversely affect TJX’s operating results and financial position. When and to the extent deemed appropriate, TJX seeks to minimize risk from changes in interest and foreign currency exchange rates and fuel costs through the use of derivative financial instruments. TJX does not

use derivative financial instruments for trading or other speculative purposes and does not use any leveraged derivative financial instruments. TJX recognizes all derivative instruments as either assets or liabilities in the statements of financial position and measures those instruments at fair value. The fair values of the derivatives are classified as assets or liabilities, current or non-current, based upon valuation results and settlement dates of the individual contracts. Changes to the fair value of derivative contracts that do not qualify for hedge accounting are reported in earnings in the period of the change. For derivatives that qualify for hedge accounting, changes in the fair value of the derivatives are either recorded in shareholders' equity as a component of other comprehensive income or are recognized currently in earnings, along with an offsetting adjustment against the basis of the item being hedged. TJX does not hedge its net investments in foreign subsidiaries.

Diesel Fuel Contracts: During fiscal 2012 and the first nine months of fiscal 2013, TJX entered into agreements to hedge a portion of its estimated notional diesel requirements for fiscal 2013 and the first three quarters of fiscal 2014, based on the diesel fuel expected to be consumed by independent freight carriers transporting the Company's inventory. The hedge agreements outstanding at October 27, 2012 relate to 49% of TJX's estimated notional diesel requirements for the remainder of fiscal 2013 and 29% of TJX's estimated notional diesel requirements for the first three quarters of fiscal 2014. These diesel fuel hedge agreements will settle throughout the remainder of fiscal 2013 and the first three quarters of fiscal 2014.

Independent freight carriers transporting the Company's inventory charge TJX a mileage surcharge for diesel fuel price increases as incurred by the carrier. The hedge agreements are designed to mitigate the volatility of diesel fuel pricing (and the resulting per mile surcharges payable by TJX) by setting a fixed price per gallon for the period being hedged. TJX elected not to apply hedge accounting rules to these contracts.

Foreign Currency Contracts: TJX enters into forward foreign currency exchange contracts to obtain economic hedges on portions of merchandise purchases made and anticipated to be made by TJX Europe (United Kingdom, Ireland, Germany and Poland), TJX Canada (Canada), Marmaxx and HomeGoods (U.S.) in currencies other than their respective functional currencies. These contracts typically have a term of twelve months or less. The contracts outstanding at October 27, 2012 cover a portion of such actual and anticipated merchandise purchases throughout fiscal 2013 and first half of fiscal 2014. TJX elected not to apply hedge accounting rules to these contracts.

TJX also enters into derivative contracts, generally designated as fair value hedges, to hedge intercompany debt and intercompany interest payable. The changes in fair value of these contracts are recorded in selling, general and administrative expenses and are offset by marking the underlying item to fair value in the same period. Upon settlement, the realized gains and losses on these contracts are offset by the realized gains and losses of the underlying item in selling, general and administrative expenses.

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at October 27, 2012:

<u>In thousands</u>					Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at October 27, 2012
	Pay		Receive						
Fair value hedges:									
Intercompany balances, primarily short-term debt and related interest									
	£	40,000	C\$	63,330	1.5833	(Accrued Exp)	\$ —	\$(1,082)	\$ (1,082)
	zł	141,500	C\$	42,120	0.2977	Prepaid Exp / (Accrued Exp)	72	(1,844)	(1,772)
	€	44,281	£	36,742	0.8297	Prepaid Exp / (Accrued Exp)	1,975	(163)	1,812
	€	90,292	U.S.\$	122,237	1.3538	Prepaid Exp	5,369	—	5,369
	U.S.\$	85,389	£	55,000	0.6441	Prepaid Exp	3,150	—	3,150
	zł	16,324	£	3,131	0.1918	(Accrued Exp)	—	(61)	(61)
Economic hedges for which hedge accounting was not elected:									
Diesel contracts									
		Fixed on 300K – 1.7M gal per month		Float on 300K – 1.7M gal per month	N/A	Prepaid Exp	1,832	—	1,832
Merchandise purchase commitments									
	C\$	346,351	U.S.\$	348,853	1.0072	Prepaid Exp / (Accrued Exp)	2,888	(801)	2,087
	C\$	6,130	€	4,900	0.7993	Prepaid Exp	200	—	200
	£	93,494	U.S.\$	149,400	1.5980	Prepaid Exp / (Accrued Exp)	300	(1,462)	(1,162)
	£	8,126	€	10,000	1.2306	Prepaid Exp / (Accrued Exp)	53	(212)	(159)
	U.S.\$	8,232	€	6,543	0.7948	Prepaid Exp / (Accrued Exp)	240	(6)	234
Total fair value of financial instruments							\$ 16,079	\$(5,631)	\$ 10,448

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at October 29, 2011:

<u>In thousands</u>				Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at October 29, 2011
	Pay	Receive						
Fair value hedges:								
Intercompany balances, primarily short-term debt and related interest								
	£ 85,000	C\$ 134,892	1.5870	Prepaid Exp / (Accrued Exp)	\$ 395	\$ (1,628)	\$ (1,233)	
	€ 25,000	£ 21,265	0.8506	(Accrued Exp)	—	(1,094)	(1,094)	
	€ 75,292	U.S.\$ 101,227	1.3445	Prepaid Exp / (Accrued Exp)	103	(5,375)	(5,272)	
	U.S.\$ 85,894	£ 55,000	0.6403	Prepaid Exp	2,744	—	2,744	
Economic hedges for which hedge accounting was not elected:								
Diesel contracts	Fixed on 400K – 1.5M gal per month	Float on 400K – 1.5M gal per month	N/A	Prepaid Exp	775	—	775	
Merchandise purchase commitments								
	C\$ 303,058	U.S.\$ 309,945	1.0227	Prepaid Exp / (Accrued Exp)	6,128	(1,246)	4,882	
	C\$ 6,173	€ 4,500	0.7290	Prepaid Exp	142	—	142	
	£ 41,615	U.S.\$ 67,000	1.6100	Prepaid Exp / (Accrued Exp)	780	(899)	(119)	
	£ 42,422	€ 49,000	1.1551	Prepaid Exp	878	—	878	
	U.S.\$ 3,838	€ 2,693	0.7017	Prepaid Exp / (Accrued Exp)	5	(34)	(29)	
Total fair value of financial instruments						\$ 11,950	\$(10,276)	\$ 1,674

The impact of derivative financial instruments on the statements of income during the third quarter of fiscal 2013 and fiscal 2012 are as follows:

<u>In thousands</u>	Location of Gain (Loss) Recognized in Income by Derivative	Amount of Gain (Loss) Recognized in Income by Derivative	
		Thirteen Weeks Ended	
		October 27, 2012	October 29, 2011
Fair value hedges:			
Intercompany balances, primarily short-term debt and related interest	Selling, general and administrative expenses	\$ (7,227)	\$ (2,162)
Economic hedges for which hedge accounting was not elected:			
Diesel fuel contracts	Cost of sales, including buying and occupancy costs	1,837	(975)
Merchandise purchase commitments	Cost of sales, including buying and occupancy costs	2,649	15,819
Gain (loss) recognized in income		<u>\$ (2,741)</u>	<u>\$ 12,682</u>

The impact of derivative financial instruments on the statements of income during the first nine months of fiscal 2013 and fiscal 2012 are as follows:

<u>In thousands</u>	Location of Gain (Loss) Recognized in Income by Derivative	Amount of Gain (Loss) Recognized in Income by Derivative	
		Thirty-Nine Weeks Ended	
		October 27, 2012	October 29, 2011
Fair value hedges:			
Intercompany balances, primarily short-term debt and related interest	Selling, general and administrative expenses	\$ 6,038	\$ (3,140)
Economic hedges for which hedge accounting was not elected:			
Diesel fuel contracts	Cost of sales, including buying and occupancy costs	134	28
Merchandise purchase commitments	Cost of sales, including buying and occupancy costs	118	7,927
Gain (loss) recognized in income		<u>\$ 6,290</u>	<u>\$ 4,815</u>

Note E. Disclosures about Fair Value of Financial Instruments

The following table sets forth TJX's financial assets and liabilities that are accounted for at fair value on a recurring basis:

<u>In thousands</u>	<u>October 27,</u> <u>2012</u>	<u>January 28,</u> <u>2012</u>	<u>October 29,</u> <u>2011</u>
Level 1			
Assets:			
Executive Savings Plan investments	\$ 94,037	\$ 81,702	\$ 79,139
Level 2			
Assets:			
Short-term investments	\$200,986	\$ 94,691	\$ 71,737
Foreign currency exchange contracts	14,247	6,702	11,175
Diesel fuel contracts	1,832	1,698	775
Liabilities:			
Foreign currency exchange contracts	\$ 5,631	\$ 4,217	\$ 10,276

The fair value of TJX's general corporate debt, including current installments, was estimated by obtaining market quotes given the trading levels of other bonds of the same general issuer type and market perceived credit quality. These inputs are considered to be Level 2. The fair value of long-term debt as of October 27, 2012 was \$936.2 million versus a carrying value of \$774.5 million. The fair value of long-term debt as of January 28, 2012 was \$936.8 million versus a carrying value of \$774.5 million. The fair value of long-term debt as of October 29, 2011 was \$916.1 million versus a carrying value of \$774.5 million. These estimates do not necessarily reflect provisions or restrictions in the various debt agreements that might affect TJX's ability to settle these obligations.

TJX's cash equivalents are stated at cost, which approximates fair value, due to the short maturities of these instruments.

Investments designed to meet obligations under the Executive Savings Plan are invested in securities traded in active markets and are recorded at unadjusted quoted prices.

Short-term investments, foreign currency exchange contracts and diesel fuel contracts are valued using broker quotations which include observable market information. TJX does not make adjustments to quotes or prices obtained from brokers or pricing services but does assess the credit risk of counterparties and will adjust final valuations when appropriate. Where independent pricing services provide fair values, TJX obtains an understanding of the methods used in pricing. As such, these instruments are classified within Level 2.

Note F. Segment Information

TJX operates four business segments. In the United States, TJX's two segments are Marmaxx (T.J. Maxx and Marshalls stores) and HomeGoods. The TJX Canada segment operates stores in Canada (Winners, HomeSense and Marshalls), and the TJX Europe segment operates stores in Europe (T.K. Maxx and HomeSense). A.J. Wright ceased to be a segment following its consolidation. TJX evaluates the performance of its segments based on "segment profit or loss," which it defines as pre-tax income or loss before general corporate expense and interest expense. "Segment profit or loss," as defined by TJX, may not be comparable to similarly titled measures used by other entities. The terms "segment margin" or "segment profit margin" are used to describe segment profit or loss as a percentage of net sales. These measures of performance should not be considered alternatives to net income or cash flows from operating activities as an indicator of TJX's performance or as a measure of liquidity.

Presented below is financial information with respect to TJX's business segments:

In thousands	Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011
Net sales:		
U.S. segments:		
Marmaxx	\$4,161,409	\$3,790,340
HomeGoods	637,514	551,066
International segments:		
TJX Canada	768,967	705,061
TJX Europe	843,023	746,661
	<u>\$6,410,913</u>	<u>\$5,793,128</u>
Segment profit:		
U.S. segments:		
Marmaxx	\$ 576,505	\$ 501,559
HomeGoods	76,790	63,128
International segments:		
TJX Canada	127,212	125,936
TJX Europe	76,840	42,391
	857,347	733,014
General corporate expense	102,789	60,711
Interest expense, net	6,089	8,551
Income before provision for income taxes	<u>\$ 748,469</u>	<u>\$ 663,752</u>

Financial information on TJX's business segments (continued):

<u>In thousands</u>	<u>Thirty-Nine Weeks Ended</u>	
	<u>October 27, 2012</u>	<u>October 29, 2011</u>
Net sales:		
U.S. segments:		
Marmaxx	\$12,026,518	\$10,969,135
HomeGoods	1,830,950	1,569,658
A.J. Wright ⁽¹⁾	—	9,229
International segments:		
TJX Canada	2,069,879	1,934,821
TJX Europe	2,227,211	1,998,854
	<u>\$18,154,558</u>	<u>\$16,481,697</u>
Segment profit (loss):		
U.S. segments:		
Marmaxx	\$ 1,762,512	\$ 1,471,462
HomeGoods	206,754	146,059
A.J. Wright ⁽¹⁾	—	(49,291)
International segments:		
TJX Canada	290,938	254,328
TJX Europe	113,293	18,398
	<u>2,373,497</u>	<u>1,840,956</u>
General corporate expense	236,735	161,544
Interest expense, net	24,098	26,577
Income before provision for income taxes	<u>\$ 2,112,664</u>	<u>\$ 1,652,835</u>

(1) The consolidation of the A.J. Wright segment was completed in fiscal 2012 (see Note B).

Note G. Pension Plans and Other Retirement Benefits

Presented below is financial information related to TJX's funded defined benefit retirement plan (funded plan) and its unfunded supplemental pension plan (unfunded plan) for the periods shown.

In thousands	Pension (Funded Plan)		Pension (Unfunded Plan)	
	Thirteen Weeks Ended		Thirteen Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Service cost	\$ 11,709	\$ 8,893	\$ 407	\$ 359
Interest cost	10,856	10,019	609	558
Expected return on plan assets	(13,216)	(12,275)	—	—
Amortization of prior service cost	—	—	1	1
Recognized actuarial losses	4,926	3,515	894	86
Expense related to current period	14,275	10,152	1,911	1,004
Correction of prior years pension accruals	22,317	—	—	—
Total expense	<u>\$ 36,592</u>	<u>\$ 10,152</u>	<u>\$ 1,911</u>	<u>\$ 1,004</u>

In thousands	Pension (Funded Plan)		Pension (Unfunded Plan)	
	Thirty-Nine Weeks Ended		Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Service cost	\$ 31,359	\$ 25,393	\$ 1,086	\$ 892
Interest cost	31,381	28,925	1,749	1,807
Expected return on plan assets	(41,068)	(36,794)	—	—
Amortization of prior service cost	—	—	2	3
Recognized actuarial losses	19,121	8,141	1,844	500
Expense related to current period	40,793	25,665	4,681	3,202
Correction of prior years pension accruals	22,317	—	—	—
Total expense	<u>\$ 63,110</u>	<u>\$ 25,665</u>	<u>\$ 4,681</u>	<u>\$ 3,202</u>

During the fiscal 2013 third quarter, TJX recorded an adjustment to its pension accrual to correct an understatement related to a computational error that commenced in fiscal 2008. The cumulative impact to correct the understatement of pension expense through the end of fiscal 2012 totaled \$22.3 million and was recorded in the fiscal 2013 third quarter. Management evaluated the error and determined that there was no material impact on the current year or prior year financial statements as reported.

TJX's policy with respect to the funded plan is to fund, at a minimum, the amount required to maintain a funded status of 80% of the applicable pension liability (the funding target pursuant to the Internal Revenue Code section 430) or such other amount sufficient to avoid restrictions with respect to the funding of TJX's nonqualified plans under the Internal Revenue Code. TJX does not anticipate any required funding in fiscal 2013 for the funded plan. TJX anticipates making payments of \$3.4 million to provide current benefits coming due under the unfunded plan in fiscal 2013.

Note H. Long-Term Debt and Credit Lines

At October 27, 2012, TJX had outstanding \$375 million aggregate principal amount of 6.95% ten-year notes due April 2019 and \$400 million aggregate principal amount of 4.20% six-year notes due August 2015. TJX entered into rate-lock agreements to hedge the underlying treasury rate of all of the 6.95% notes and \$250 million of the 4.20% notes prior to the issuance of the notes. The costs of these agreements are being amortized to interest expense over the term of the respective notes, resulting in an effective fixed interest rate of 7.00% for the 6.95% notes and 4.19% for the 4.20% notes.

At October 27, 2012, TJX had two \$500 million revolving credit facilities, one which matures in June 2017 and one which matures in May 2016. The agreement maturing in 2017 replaced a revolving credit agreement maturing in May 2013. As of October 27, 2012 and October 29, 2011 and during the nine-month periods then ended, there were no amounts outstanding under these facilities. The agreements require quarterly payments on the unused committed amounts of 8.0 basis points for the agreement maturing in 2017 and 12.5 basis points for the agreement maturing in 2016 at October 27, 2012. These rates are based on the credit ratings of TJX's long-term debt and would vary with changes in the credit ratings. These agreements have no compensating balance requirements and have various covenants including a requirement of a specified ratio of debt to earnings.

As of October 27, 2012 and October 29, 2011, TJX's foreign subsidiaries had uncommitted credit facilities. TJX Canada had two credit lines, a C\$10 million facility for operating expenses and a C\$10 million letter of credit facility. As of October 27, 2012 and October 29, 2011, there were no amounts outstanding on the Canadian credit line for operating expenses and there were no short-term borrowings during the nine-month periods then ended. As of October 27, 2012 and October 29, 2011, TJX Europe had a credit line of £20 million. As of October 27, 2012 and October 29, 2011 there were no amounts outstanding under this U.K. credit line and there were no borrowings during the nine months then ended.

Note I. Income Taxes

TJX had net unrecognized tax benefits of \$120.9 million as of October 27, 2012, \$116.6 million as of January 28, 2012 and \$125.1 million as of October 29, 2011. The effective income tax rate was 38.3% for the fiscal 2013 third quarter and 38.8% for last year's third quarter. The decrease in the effective income tax rate for the third quarter was primarily due to the mix of earnings between the Company's domestic and foreign segments. The effective income tax rate for the nine months ended October 27, 2012 was 38.4% as compared to 38.2% for last year's comparable period. The increase in the income tax rate for the year-to-date period of fiscal 2013 was primarily due to the expiration of the legislation allowing for the U.S. Work Opportunity Tax credit, and the absence of favorable discrete items recognized in the third quarter of fiscal 2012, offset partially by the benefit of the mix of earnings between TJX's domestic and foreign segments.

TJX is subject to U.S. federal income tax as well as income tax in multiple states, local and foreign jurisdictions. In nearly all jurisdictions, the tax years through fiscal 2001 are no longer subject to examination.

TJX's accounting policy classifies interest and penalties related to income tax matters as part of income tax expense. The total accrued amount on the balance sheets for interest and penalties was \$36.2 million as of October 27, 2012, \$33.0 million as of January 28, 2012 and \$37.9 million as of October 29, 2011.

Based on the outcome of tax examinations or judicial or administrative proceedings, or as a result of the expiration of statute of limitations in specific jurisdictions, it is reasonably possible that unrecognized tax benefits for certain tax positions taken on previously filed tax returns may change materially from those presented in the financial statements. During the next 12 months, it is reasonably possible that tax examinations of prior years' tax returns or judicial or administrative proceedings that reflect such positions taken by TJX may be finalized. As a result, the total net amount of unrecognized tax benefits may decrease, which would reduce the provision for taxes on earnings, by a range of \$1.0 million to \$50.0 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The Thirteen Weeks (third quarter) and Thirty-Nine Weeks (nine months) Ended October 27, 2012

Compared to

The Thirteen Weeks (third quarter) and Thirty-Nine Weeks (nine months) Ended October 29, 2011

Overview

We are the largest off-price retailer of apparel and home fashions in the U.S. and worldwide. We sell a rapidly changing assortment of apparel, home fashions and other merchandise at prices generally 20% to 60% below department and specialty store regular prices, every day. We operate over 3,000 stores through our four segments: in the U.S., Marmaxx (which operates T.J. Maxx and Marshalls) and HomeGoods; TJX Canada (which operates Winners, HomeSense and Marshalls in Canada); and TJX Europe (which operates T.K. Maxx and HomeSense in Europe).

Results of Operations

Our third quarter and nine month performance for fiscal 2013 resulted in significant growth in our earnings per share and increases in our consolidated comparable store sales. All of our segments in the U.S., Canada and Europe posted increased same store sales and segment profit for both periods, with continued growth in customer traffic. Highlights of our financial performance for the third quarter and nine months ended October 27, 2012 include the following:

- Same store sales increased 7% in the third quarter of fiscal 2013 over an increase of 3% in the fiscal 2012 third quarter. Same store sales increased 8% for the nine-month period ended October 27, 2012 over a 3% increase in the nine months ended October 29, 2011. The fiscal 2013 increases were due to a strong increase in customer traffic as well as a slight increase in the value of the average transaction.
- Net sales increased 11% to \$6.4 billion for the fiscal 2013 third quarter and increased 10% to \$18.2 billion for the nine-month period over last year's comparable period. At October 27, 2012, stores in operation were up 5% and selling square footage was up 4% compared to the same period in fiscal 2012.
- Diluted earnings per share for the third quarter of fiscal 2013 were \$0.62, up 17% compared to \$0.53 in fiscal 2012. Diluted earnings per share for the nine-month period ended October 27, 2012 were \$1.73, up 32% compared to \$1.31 in fiscal 2012, or up 26% compared to \$1.37 adjusted* diluted earnings per share in the same period last year. Earnings per share for both of the fiscal 2013 periods were reduced by \$0.03 per share for two third quarter charges not related to current period operations: a \$0.02 per share non-cash charge for the cumulative impact of a correction to our pension accrual for prior fiscal years and a \$0.01 per share charge due to an adjustment to our reserve for former operations relating to closed stores. Foreign currency exchange rates had a neutral impact on earnings per share in this year's third quarter and nine-month period compared to a \$0.01 positive impact in both last year's third quarter and nine-month periods.
- Our pre-tax margin (the ratio of pre-tax income to net sales) for the third quarter of fiscal 2013 was 11.7%, a 0.2 percentage point increase from 11.5% for the same period last year. This year's third quarter margin was negatively impacted by 0.6 percentage points for the third quarter charges and by 0.2 percentage points due to the mark-to-market adjustment of inventory hedges. For the nine months ended October 27, 2012, our pre-tax margin was 11.6%, a 1.6 percentage point increase from 10.0% for the same period last year, and a 1.1 percentage point increase from an adjusted 10.5% for the nine months of fiscal 2012.

- Our cost of sales ratio for the third quarter of fiscal 2013 was 71.2%, a 0.7 percentage point improvement over the third quarter last year. For the nine months ended October 27, 2012, the cost of sales ratio was 71.6%, a 1.0 percentage point improvement over last year's first nine months adjusted ratio. The improvements over last year were primarily due to increased merchandise margins.
- Our selling, general and administrative expense ratio for the third quarter of fiscal 2013 increased 0.5 percentage points to 17.0%. For the nine months ended October 27, 2012, the selling, general and administrative expense ratio decreased 0.6 percentage points to 16.6% and decreased 0.2 percentage points compared to last year's adjusted ratio. The third quarter charges increased the fiscal 2013 expense ratios by 0.6 percentage points for the third quarter and 0.2 percentage points for the nine month period. In addition, our fiscal 2013 expense ratio reflected increased incentive compensation accruals due to our above-plan results as well as investments to support our growth.
- Our consolidated average per store inventories, including inventory on hand at our distribution centers, were down 14% at the end of the third quarter of fiscal 2013 as compared to the prior year. The decrease reflected a reduction in the level of inventory carried in our stores.
- During the third quarter of fiscal 2013, we repurchased 8.9 million shares of our common stock at a cost of \$400 million. For the nine months ended October 27, 2012 we repurchased 22.5 million shares of our common stock at a cost of \$950 million. Earnings per share reflect the benefit of our stock repurchase programs. In the fiscal 2013 first quarter, we completed a \$1 billion stock repurchase program authorized in February 2011 and commenced our 13th stock repurchase program for up to \$2 billion. We expect to repurchase a total of approximately \$1.2 to \$1.3 billion of our common stock under these programs in fiscal 2013.
- In the first quarter of fiscal 2013 we split our common stock on a two-for-one stock basis. All earnings per share data and related activity for periods prior to the two-for-one split have been adjusted to reflect the split.

* Adjusted to exclude A.J. Wright consolidation. See "Adjusted Financial Measures" below.

In addition to presenting our financial results in conformity with GAAP, we are also presenting certain financial measures from fiscal 2012 on an "adjusted" basis to exclude the A.J. Wright consolidation. These adjusted financial measures are non-GAAP financial measures. See "Adjusted Financial Measures" below for more information, including reconciliations.

The following is a discussion of our consolidated operating results, followed by a discussion of our segment operating results.

Net sales: Consolidated net sales for the quarter ended October 27, 2012 totaled \$6.4 billion, an 11% increase over consolidated net sales of \$5.8 billion in the fiscal 2012 third quarter. The increase reflected a 7% increase in same store sales and a 4% increase in new store sales. Foreign currency exchange rates had a neutral impact on fiscal 2013 third quarter sales growth. This increase compares to sales growth of 5% in last year's third quarter, which reflected a 3% increase in same store sales, a 3% increase in new store sales, and a 1% increase from the benefit of foreign currency exchange rates, offset in part by a 2% decrease due to the elimination of sales from stores operated under the A.J. Wright banner. (The fiscal 2012 sales from former A.J. Wright stores converted to other banners are included in new store sales.)

Consolidated net sales for the nine months ended October 27, 2012 totaled \$18.2 billion, a 10% increase over \$16.5 billion in last year's comparable period. The increase reflected an 8% increase in same store sales, a 3% increase in new store sales, partially offset by a 1% decrease from the negative impact of foreign currency exchange rates. This compares to sales growth of 6% in the nine-month period of fiscal 2012, which reflected a 4% increase from new store sales, a 3% increase in same store sales and a 1% increase from the benefit of foreign currency exchange rates, offset in part by a 2% decrease due to the elimination of sales from stores operating under the former A.J. Wright banner.

As of October 27, 2012, our consolidated store count increased 5% and selling square footage increased 4% as compared to the end of the third quarter last year.

Same store sales increases for the both the third quarter and first nine months of fiscal 2013 were driven by a significant increase in customer traffic. Although there was broad-based strength in both apparel and home fashion categories, same store sales growth of our juniors' and misses sportswear categories was particularly strong. Geographically, same store sales increases were strong throughout the U.S., and our foreign segments both posted same store sales increases, with TJX Europe above the consolidated average and TJX Canada below the consolidated average.

We define same store sales to be sales of those stores that have been in operation for all or a portion of two consecutive fiscal years, or in other words, stores that are starting their third fiscal year of operation. We classify a store as a new store until it meets the same store sales criteria. We determine which stores are included in the same store sales calculation at the beginning of a fiscal year and the classification remains constant throughout that year, unless a store is closed. We calculate same store sales results by comparing the current and prior year weekly periods that are most closely aligned. Relocated stores and stores that have increased in size are generally classified in the same way as the original store, and we believe that the impact of these stores on the consolidated same store percentage is immaterial. Same store sales of our foreign segments are calculated on a constant currency basis, meaning we translate the current year's same store sales of our foreign segments at the same exchange rates used in the prior year. This removes the effect of changes in currency exchange rates, which we believe is a more accurate measure of segment operating performance. We measure customer traffic by the number of transactions at our comparable stores.

The following table sets forth certain information about our consolidated operating results from continued operations as a percentage of net sales on an "as reported" basis and, for the nine-month period of fiscal 2012, on an "as adjusted" basis:

	Percentage of Net Sales Thirteen Weeks Ended October 27, 2012	Percentage of Net Sales Thirteen Weeks Ended October 29, 2011	
Net sales	100.0%	100.0%	100.0%
Cost of sales, including buying and occupancy costs	71.2	71.9	
Selling, general and administrative expenses	17.0	16.5	
Interest expense, net	0.1	0.1	
Income before provision for income taxes*	11.7%	11.5%	
Diluted Earnings per share – Net Income	\$ 0.62	\$ 0.53	

	Percentage of Net Sales Thirty-Nine Weeks Ended October 27, 2012	Percentage of Net Sales Thirty-Nine Weeks Ended October 29, 2011	
	As reported	As reported	As Adjusted**
Net sales	100.0%	100.0%	100.0%
Cost of sales, including buying and occupancy costs	71.6	72.6	72.6
Selling, general and administrative expenses	16.6	17.2	16.8
Interest expense, net	0.1	0.2	0.2
Income before provision for income taxes*	11.6%	10.0%	10.5%
Diluted Earnings per share – Net Income	\$ 1.73	\$ 1.31	\$ 1.37

* Figures may not foot due to rounding

** See "Adjusted Financial Measures" below.

Impact of foreign currency exchange rates: Our operating results are affected by foreign currency exchange rates as a result of changes in the value of the U.S. dollar in relation to other currencies. Two ways in which foreign currency affects our reported results are as follows:

- *Translation of foreign operating results into U.S. dollars:* In our financial statements we translate the operations of TJX Canada and TJX Europe from local currencies into U.S. dollars using currency rates in effect at different points in time. Significant changes in foreign exchange rates between comparable prior periods can result in meaningful variations in consolidated net sales, net income and earnings per share growth as well as the net sales and operating results of these segments. However, currency translation generally only affects operating margins slightly, if at all, as sales and expenses of the foreign operations are translated at essentially the same rates within a given period.
- *Inventory hedges:* We routinely enter into inventory-related hedging instruments designed to mitigate the impact of foreign currency exchange rates on merchandise margins when our divisions, principally in Europe and Canada, purchase goods in currencies other than their local currencies. As we have not elected “hedge accounting” as defined by GAAP for these instruments, we record a mark-to-market gain or loss on the hedging instruments in our results of operations at the end of each reporting period. In subsequent periods, the income statement impact of the mark-to-market adjustment is effectively offset when the inventory being hedged is sold. While these effects occur every reporting period, they are of much greater magnitude when there are sudden and significant changes in currency exchange rates during a short period of time. The mark-to-market adjustment on these hedges does not affect net sales, but it does affect cost of sales, operating margins and earnings.

Cost of sales, including buying and occupancy costs: Cost of sales, including buying and occupancy costs, as a percentage of net sales improved 0.7 percentage points to 71.2% for the third quarter of fiscal 2013 as compared to the same period last year. The improvement in this ratio for fiscal 2013 was primarily driven by an increase in merchandise margin of 1.0 percentage points. This ratio also reflected expense leverage on occupancy costs, offset by increased administrative costs (primarily incentive compensation accruals) and a negative impact of 0.2 percentage points due to the year-over-year change in the mark-to-market adjustment of inventory hedges. The increased incentive compensation accruals resulted from our above-plan results through the first nine months of fiscal 2013.

Cost of sales, including buying and occupancy costs, as a percentage of net sales, decreased 1.0 percentage points to 71.6% for the nine months ended October 27, 2012 as compared to the same period last year. The decrease in this ratio was primarily due to the increase in merchandise margin of 1.0 percentage points. This ratio also reflected expense leverage on occupancy costs partially offset by increased administrative costs (primarily incentive compensation accruals).

Selling, general and administrative expenses: Selling, general and administrative expenses, as a percentage of net sales, increased 0.5 percentage points to 17.0% for the quarter ended October 27, 2012 as compared to the same period last year. Expense leverage on our same store sales increase was more than offset by a 0.6 percentage point increase due to the third quarter non-operating charges for the correction of our pension accrual and the charge to adjust our reserve for former operations as well as a 0.5 percentage point increase for increased incentive compensation accruals and investments to support our growth, including talent and infrastructure.

Selling, general and administrative expenses, as a percentage of net sales, decreased 0.6 percentage points (0.2 percentage points on an adjusted basis) to 16.6% for the nine months ended October 27, 2012 as compared to the same period last year. The improvement in the fiscal 2013 selling, general and administrative expense ratios was primarily due to expense leverage on our strong same store sales increase, particularly store payroll costs, partially offset by the third quarter charges, increased incentive compensation accruals and investments to support our growth.

Interest expense, net: Gross interest expense and interest income for both the third quarter and nine months of fiscal 2013 were essentially flat compared to the same periods last year. The components of interest expense, net are summarized below:

<u>Dollars in thousands</u>	<u>Thirteen Weeks Ended</u>		<u>Thirty-Nine Weeks Ended</u>	
	<u>October 27, 2012</u>	<u>October 29, 2011</u>	<u>October 27, 2012</u>	<u>October 29, 2011</u>
Interest expense	\$ 11,677	\$ 12,278	\$ 37,074	\$ 36,713
Capitalized interest	(3,108)	(373)	(4,839)	(2,028)
Interest (income)	(2,480)	(3,354)	(8,137)	(8,108)
Interest expense, net	<u>\$ 6,089</u>	<u>\$ 8,551</u>	<u>\$ 24,098</u>	<u>\$ 26,577</u>

Income taxes: The effective income tax rate was 38.3% for the third quarter this year, down from 38.8% for last year's third quarter, primarily due to the mix of earnings between our domestic and foreign segments. The effective income tax rate for the nine months ended October 27, 2012 was 38.4%, an increase from 38.2% for last year's comparable period, primarily due to the expiration of the legislation allowing for the U.S. Work Opportunity Tax Credit, and the absence of favorable discrete items recognized in the third quarter of fiscal 2012, offset partially by the benefit of the mix of earnings between our domestic and foreign segments.

Net income and net income per share: Net income for the third quarter of fiscal 2013 was \$461.6 million, or \$0.62 per diluted share, versus \$406.5 million, or \$0.53 per diluted share, in last year's third quarter. Foreign currency translation had an immaterial impact in the third quarter of fiscal 2013 compared to a \$0.01 benefit in the same period last year. Net income for the nine months ended October 27, 2012 was \$1.3 billion, or \$1.73 per diluted share, compared to \$1.0 billion, or \$1.31 per diluted share in the same period last year. Diluted earnings per share for the first nine months of fiscal 2013 increased 26% over the adjusted \$1.37 last year. The third quarter charges, not related to current period operations, reduced diluted earnings per share by \$0.03 for the fiscal 2013 third quarter and nine-month period.

Our weighted average diluted shares outstanding affect the comparability of earnings per share. Our stock repurchases benefit our earnings per share. During the third quarter of fiscal 2013, we repurchased 8.9 million shares of our common stock at a cost of \$400 million. For the first nine months of fiscal 2013, we repurchased 22.5 million shares of our common stock at a cost of \$950 million.

Adjusted Financial Measures: In addition to presenting certain financial measures for the first nine months of fiscal 2012 in conformity with GAAP, we are also presenting them on an “adjusted” basis. We adjusted consolidated financial measures to exclude the effect of the A.J. Wright consolidation, including closing costs and additional operating losses related to the A.J. Wright stores closed in the first quarter of fiscal 2012 and the costs incurred by the Marmaxx and HomeGoods segments in that quarter to convert former A.J. Wright stores to their banners and hold grand re-opening events for these stores. Reconciliations of each of the adjusted financial measures for the fiscal 2012 nine-month period to the financial measures in accordance with GAAP are provided below.

	Thirty-Nine Weeks Ended October 29, 2011 As reported			Thirty-Nine Weeks Ended October 29, 2011 As adjusted	
	U.S.\$	% of Net Sales	Adjustments	U.S.\$*	% of Adjusted Net Sales
<u>Dollars in millions, except per share data</u>					
Net sales	\$ 16,482		\$ (9) ⁽¹⁾	\$ 16,472	
Cost of sales, including buying and occupancy costs	11,970	72.6%	(16) ⁽²⁾	11,954	72.6%
Gross profit margin	—	27.4%		—	27.4%
Selling, general and administrative expenses	2,832	17.2%	(63) ⁽³⁾	2,770	16.8%
Income before provision for income taxes	\$ 1,653	10.0%	\$ 69	\$ 1,722	10.5%
Diluted earnings per share-Net Income	\$ 1.31		\$ 0.05 ⁽⁴⁾	\$ 1.37	

* Figures may not cross-foot due to rounding.

(1) Sales of A.J. Wright stores prior to closing.

(2) Cost of sales, including buying and occupancy costs of A.J. Wright prior to closing (\$15 million) and applicable conversion costs of A.J. Wright stores converted to Marmaxx and HomeGoods banners (\$1 million).

(3) Operating costs of A.J. Wright prior to closing and costs to close A.J. Wright stores not converted to other banners (\$44 million) and applicable conversion and grand re-opening costs for A.J. Wright stores converted to Marmaxx and HomeGoods banners (\$19 million).

(4) Impact on earnings per share (computed using the effective income tax rate) of operating loss and closing costs of A.J. Wright stores (\$0.04 per share) and conversion and grand re-opening costs at Marmaxx and HomeGoods (\$0.02 per share), which together round to \$0.05 per share.

We also adjusted the segment profit of our Marmaxx and HomeGoods segments to reflect the costs incurred to convert A.J. Wright stores to those banners and to hold grand re-openings in the first quarter of fiscal 2012. A reconciliation of adjusted segment margin, a non-GAAP financial measure, to segment margin as reported in accordance with GAAP for each of these segments for the first nine months of fiscal 2012 is as follows:

	Thirty-Nine Weeks Ended October 29, 2011 As reported			Thirty-Nine Weeks Ended October 29, 2011 As adjusted	
	U.S.\$ in Millions	% of Net Sales	Adjustments	U.S.\$ in Millions	% of Net Sales
Marmaxx segment profit	\$ 1,472	13.4%	17 ⁽¹⁾	\$ 1,488	13.6%
HomeGoods segment profit	\$ 146	9.3%	3 ⁽²⁾	\$ 149	9.5%

(1) Conversion costs and grand re-opening costs for A.J. Wright stores converted to a T.J. Maxx or Marshalls store.

(2) Conversion costs and grand re-opening costs for A.J. Wright stores converted to a HomeGoods store.

Adjusted financial measures are non-GAAP financial measures. We believe that the presentation of adjusted financial measures provides additional information on comparisons between periods including underlying trends of our business by excluding these items that affect overall comparability. Among other things, we use these adjusted measures in making financial, operating and planning decisions and in evaluating our performance, and our Board of Directors uses them in assessing our business and making compensation decisions. Non-GAAP financial measures should be considered in addition to, and not as an alternative for, our reported results prepared in accordance with GAAP.

Segment information: We operate four business segments. In the United States, our two segments are Marmaxx (T.J. Maxx and Marshalls stores) and HomeGoods. Our TJX Canada segment operates our stores in Canada (Winners, HomeSense and Marshalls), and our TJX Europe segment operates our stores in Europe (T.K. Maxx and HomeSense). (A.J. Wright ceased to be a segment following its consolidation.) We evaluate the performance of our segments based on “segment profit or loss,” which we define as pre-tax income or loss before general corporate expense and interest expense. “Segment profit or loss,” as we define the term, may not be comparable to similarly titled measures used by other entities. The terms “segment margin” or “segment profit margin” are used to describe segment profit or loss as a percentage of net sales. These measures of performance should not be considered an alternative to net income or cash flows from operating activities as an indicator of our performance or as a measure of liquidity.

Presented below is selected financial information related to our business segments:

U.S. Segments:

Marmaxx

Dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	\$ 4,161.4	\$ 3,790.3	\$ 12,026.5	\$ 10,969.1
Segment profit	\$ 576.5	\$ 501.6	\$ 1,762.5	\$ 1,471.5
Segment profit as a percentage of net sales	13.9%	13.2%	14.7%	13.4%
Adjusted segment profit as a percentage of net sales*	n/a	n/a	n/a	13.6%
Percent increase in same store sales	7%	4%	7%	4%
Stores in operation at end of period				
T.J. Maxx			1,030	980
Marshalls			911	884
Total Marmaxx			<u>1,941</u>	<u>1,864</u>
Selling square footage at end of period (in thousands)				
T.J. Maxx			23,779	22,781
Marshalls			22,490	21,950
Total Marmaxx			<u>46,269</u>	<u>44,731</u>

* See “Adjusted Financial Measures” above.

Net sales for Marmaxx increased 10% for both the third quarter and the nine-month period of fiscal 2013 as compared to the comparable periods last year. Same store sales for Marmaxx were up 7% in both the third quarter and the first nine months of fiscal 2013, on top of a 4% increase for the comparable periods last year.

Same store sales growth at Marmaxx for both the third quarter and nine-months ended October 27, 2012 were driven by significant growth in customer traffic. Geographically, same store sales were strong throughout the country with Florida and the Southwest performing above the chain average. Additionally, sales were strong in both apparel and home fashions. Our junior and misses sportswear merchandise categories were the strongest performers within apparel.

Segment profit margin increased to 13.9% for the third quarter of fiscal 2013 compared to 13.2% for the same period last year. The improvement in segment profit for the third quarter was all due to an increase of 0.7 percentage points in merchandise margin. Expense leverage on the strong same store sales growth, particularly in occupancy and store payroll costs, was essentially offset by Marmaxx’s share of the correction to our pension accrual as well as an increase in incentive compensation accruals due to this division’s above plan performance. Segment margin increased to 14.7% for the nine months ended October 27, 2012 compared to 13.4% for the same period last year. On an adjusted basis, segment margin increased 1.1 percentage points. The improvement in segment profit for the nine-month period was primarily due to an increase of 0.5 percentage points in merchandise margin, as well as expense leverage on the strong same store sales growth, particularly in occupancy and store payroll costs.

We believe our ongoing store remodel program has benefited our sales in this segment. As a result of the remodel program and our new store openings, we expect to have approximately 75% of Marmaxx’s stores in the new prototype by the end of the fiscal year.

HomeGoods

Dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	\$ 637.5	\$ 551.1	\$ 1,831.0	\$ 1,569.7
Segment profit	\$ 76.8	\$ 63.1	\$ 206.8	\$ 146.1
Segment profit as a percentage of net sales	12.0%	11.5%	11.3%	9.3%
Adjusted segment profit as a percentage of net sales*	n/a	n/a	n/a	9.5%
Percent increase in same store sales	6%	5%	8%	5%
Stores in operation at end of period			414	375
Selling square footage at end of period (in thousands)			8,192	7,412

* See "Adjusted Financial Measures" above.

HomeGoods net sales increased 16% in the third quarter of fiscal 2013 compared to the same period last year, and 17% for the nine months of fiscal 2013 over the same period last year. Same store sales increased 6% for the third quarter and 8% for the nine months ended October 27, 2012, driven by continued growth in customer traffic.

Segment profit margin increased to 12.0% for the third quarter of fiscal 2013 compared to 11.5% for the same period last year. Segment profit margin for the nine months ended October 27, 2012 increased 2.0 percentage points to 11.3%, compared to 9.3% for the same period last year. On an adjusted basis, segment margin increased 1.8 percentage points for the nine-month period. The growth in segment margin for the quarter was driven by 0.4 percentage point improvement in merchandise margin. For the year-to-date period the growth in segment margin was driven by expense leverage on most expense categories as a result of strong same store sales growth, as well as an increase in merchandise margin.

A.J. Wright

We completed the consolidation of the A.J. Wright division in the first quarter of fiscal 2012, closing the remaining stores not being converted to other banners. These closing costs (primarily lease-related obligations) and A.J. Wright operating losses totaled \$49.3 million and were reported as an A.J. Wright segment loss in the first quarter of fiscal 2012.

Due to the anticipated migration of customers to other chains, A.J. Wright was not treated as a discontinued operation for financial reporting purposes.

International Segments:

TJX Canada

U.S. Dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	\$ 769.0	\$ 705.1	\$ 2,069.9	\$ 1,934.8
Segment profit	\$ 127.2	\$ 125.9	\$ 290.9	\$ 254.3
Segment profit as a percentage of net sales	16.5%	17.9%	14.1%	13.1%
Percent increase (decrease) in same store sales	4%	(2)%	5%	(2)%
Stores in operation at end of period				
Winners			222	218
HomeSense			88	85
Marshalls			14	6
Total			324	309
Selling square footage at end of period (in thousands)				
Winners			5,115	5,038
HomeSense			1,698	1,649
Marshalls			363	162
Total			7,176	6,849

Net sales for TJX Canada increased 9% for the third quarter and increased 7% for the nine-month period ended October 27, 2012 compared to the respective periods last year. Currency exchange translation favorably impacted third quarter sales growth by approximately 2 percentage points and negatively impacted nine-month sales growth by approximately 2 percentage points, as compared to the respective periods last year. Same store sales increased 4% for the third quarter of fiscal 2013 and 5% for the nine-months ended October 27, 2012, driven by increases in customer traffic.

Due to the effects of foreign currency, segment profit decreased to 16.5% for the third quarter ended October 27, 2012 compared to 17.9% last year. Segment profit margin for this year's third quarter benefited from improvement in merchandise margin and expense leverage on same store sales growth over the prior year's quarter, but foreign currency negatively affected the year-over-year comparison by 1.7 percentage points. The mark-to-market adjustment on inventory hedges added \$2 million to segment profit this year compared to \$14 million in last year's third quarter. Thus, on a year-over-year comparison, the mark-to-market adjustment negatively impacted this year's third quarter segment profit growth by \$12 million.

Segment profit margin for the fiscal 2013 nine-month period increased to 14.1%, a 1.0 percentage point improvement over the prior year nine-month period. The impact of foreign currency translation decreased segment profit by \$4 million in the fiscal 2013 nine-month period as compared to the prior year. The mark-to-market adjustment on inventory-related hedges had a neutral impact on segment profit in the first nine months of fiscal 2013, compared to a favorable impact of \$7 million in the same period last year. The net effect of foreign currency negatively impacted the year-over-year comparison of segment margin by 0.3 percentage points. The increase in segment margin for the nine months ended October 27, 2012 as compared to last year's nine-month period was primarily due to solid growth in merchandise margin.

TJX Europe

U.S. Dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net sales	\$ 843.0	\$ 746.7	\$ 2,227.2	\$ 1,998.9
Segment profit	\$ 76.8	\$ 42.4	\$ 113.3	\$ 18.4
Segment profit as a percentage of net sales	9.1%	5.7%	5.1%	0.9%
Percent increase (decrease) in same store sales	11%	0%	11%	(2)%
Stores in operation at end of period				
T.K. Maxx			343	333
HomeSense			24	24
Total			367	357
Selling square footage at end of period (in thousands)				
T.K. Maxx			7,839	7,673
HomeSense			411	402
Total			8,250	8,075

Net sales for TJX Europe increased 13% for the third quarter of fiscal 2013 and 11% for the nine months ended October 27, 2012 compared to the same periods last year. Currency exchange translation negatively impacted third quarter sales growth by approximately 2 percentage points and negatively impacted nine-month sales growth by approximately 4 percentage points, as compared to the respective periods last year. Same store sales increased 11% in the third quarter of fiscal 2013 compared to being flat a year earlier and increased 11% for the nine months ended October 27, 2012, compared to being down 2% in the same period last year, driven by increases in customer traffic. We believe the improvement in fiscal 2013 primarily reflected the results of our improved execution of off-price fundamentals.

Segment profit for the third quarter of fiscal 2013 was \$76.8 million compared to \$42.4 million last year and segment margin increased 3.4 percentage points to 9.1%. For the nine months ended October 27, 2012, segment profit was \$113.3 million, compared to \$18.4 million in the same period last year. Segment margin for both the third quarter and nine months ended October 27, 2012 increased as compared to last year's comparable periods, primarily due to strong growth in merchandise margin as well as expense leverage on the strong same store sales growth, primarily occupancy costs. These improvements were partially offset by an increase in the accrual for our incentive compensation plans as a result of our above-plan results. The impact of foreign currency in the period-over-period comparison was not a significant factor in the quarter or year-to-date periods.

General corporate expense

<u>Dollars in millions</u>	<u>Thirteen Weeks Ended</u>		<u>Thirty-Nine Weeks Ended</u>	
	<u>October 27, 2012</u>	<u>October 29, 2011</u>	<u>October 27, 2012</u>	<u>October 29, 2011</u>
General corporate expense	\$ 102.8	\$ 60.7	\$ 236.7	\$ 161.5

General corporate expense for segment reporting purposes represents those costs not specifically related to the operations of our business segments and is included in selling, general and administrative expenses. The increase in general corporate expense for this year's third quarter and year-to-date period over the prior year's comparable periods was due to the third quarter adjustment to our reserve for former operations, contributions to the TJX Foundation (\$10 million for the third quarter and \$20 million year-to-date), increased incentive compensation accruals for our incentive compensation plans due to our above-plan performance, as well as our investment in systems and costs related to initiatives in support of our growth.

Analysis of Financial Condition

Liquidity and Capital Resources

Net cash provided by operating activities was \$2,080 million for the nine months ended October 27, 2012, an increase of \$1,249 million from the \$831 million provided in the nine months ended October 29, 2011. Net income plus the non-cash impact of depreciation provided cash of \$1,674 million in the first nine months of fiscal 2013 compared to \$1,378 million in the same period last year, an increase of \$296 million. The change in merchandise inventory, net of the related change in accounts payable, resulted in a source of cash of \$70 million in the first nine months of fiscal 2013 compared to a use of cash of \$573 million in fiscal 2012. This favorable impact on cash in the first nine months of fiscal 2013 was the result of a reduction of the inventory levels carried in our stores at October 27, 2012 versus October 29, 2011. Our deferred income tax provision provided \$62 million of cash in fiscal 2013 compared to \$197 million in fiscal 2012, due to a greater fiscal 2012 benefit from tax depreciation. Changes in current income taxes payable/recoverable increased cash by \$21 million in the first nine months of fiscal 2013 compared to a decrease of \$146 million in the same period in fiscal 2012. This change was largely due to the timing of our estimated tax payments. In addition this year's cash flow was favorably impacted by \$70 million due to the timing of rental payments and by \$215 million due to the change in accrued expenses and other liabilities. The increase in accrued expenses and other liabilities reflected higher incentive compensation accruals, the non-operating charges recorded in the third quarter to correct our pension accruals and adjust our reserve for former operations, as well as normal growth.

Investing activities in the first nine months of fiscal 2013 primarily reflected property additions for new stores, store improvements and renovations and investment in our home office and our distribution network. Cash outflows for property additions amounted to \$776 million in the nine months ended October 27, 2012, compared to \$661 million in the same period last year. In the first quarter of fiscal 2013, we purchased additional office space for approximately \$62.5 million, which was included in the above cash outflows. We anticipate that capital spending for fiscal 2013 will approximate \$1 billion, including the purchase of our Framingham home office early in the third quarter of fiscal 2013. We also purchased short-term investments that had initial maturities in excess of 90 days which, per our policy, are not classified as cash on the balance sheets presented. In the first nine months of fiscal 2013, we purchased \$263 million in these short-term investments, compared to \$113 million in the same period in fiscal 2012. \$155 million of these short-term investments were sold or matured during the nine months of fiscal 2013, compared to \$118 million in the same period of fiscal 2012. Additionally, investing activities for fiscal 2013 included proceeds of \$27 million due to the settlement of a note receivable and \$7 million from the sale of the remaining A.J. Wright distribution center.

Cash flows from financing activities resulted in cash outflow of \$1,103 million in the first nine months of fiscal 2013, compared to cash outflow of \$981 million in the same period last year. We spent \$950 million to repurchase and retire 22.5 million shares in fiscal 2013 and \$968 million to repurchase and retire 37.2 million shares in the same period of fiscal 2012 under our stock repurchase programs. We record the purchase of our stock on a

settlement basis, and the amounts reflected in the financial statements may vary from the above due to the timing of the settlement of our repurchases. As of October 27, 2012, \$1,275 million was available for purchase under the stock repurchase program announced in February 2012. We currently plan to repurchase a total of approximately \$1.2 billion to \$1.3 billion of stock under our stock repurchase programs in fiscal 2013. We determine the timing and amount of repurchases, including amounts under Rule 10b5-1 plans, from time to time based on our assessment of various factors, including, among others, excess cash flow, liquidity, economic and market conditions, business needs, including result of and prospects for our business, legal requirements and other factors. The timing and amount of these purchases may change. Financing activities also included \$101 million of proceeds from the exercise of stock options in the first nine months of fiscal 2013 versus \$168 million in proceeds in last year's nine-month period. Dividends paid on common stock in the first nine months of fiscal 2013 were \$240 million versus \$204 million in the same period last year.

We traditionally have funded our working capital requirements, including for seasonal merchandise, primarily through cash generated from operations, supplemented, as needed, by short-term bank borrowings and the issuance of commercial paper. We believe our existing cash and cash equivalents, internally generated funds and our credit facilities, described in Note H to the consolidated financial statements, are more than adequate to meet our operating needs over the next fiscal year.

Recently Issued Accounting Pronouncements

As discussed in Note A to our unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q, there were no recently issued accounting standards which we expect to have a material impact on our consolidated financial statements.

Forward-looking Statements

Various statements made in this Quarterly Report on Form 10-Q are forward-looking and involve a number of risks and uncertainties. All statements that address activities, events or developments that we intend, expect or believe may occur in the future are forward-looking statements. The following are some of the factors that could cause actual results to differ materially from the forward-looking statements: buying and inventory management; operational expansion and management of large size and scale; customer trends and preferences; market, banner, geographic and category expansion; marketing, advertising and promotional programs; competition; personnel recruitment and retention; global economic conditions and consumer spending; data security; information systems and technology; seasonal influences; adverse or unseasonable weather; serious disruptions and catastrophic events; corporate and banner reputation; merchandise quality and safety; international operations; merchandise importing; commodity pricing; foreign currency exchange rates; fluctuations in quarterly operating results; market expectations; acquisitions and divestitures; compliance with laws, regulations and orders; changes in laws and regulations; outcomes of litigation, legal matters and proceedings; tax matters; real estate activities; cash flow and other factors that may be described in our filings with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission. We do not undertake to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied in such statements will not be realized.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

There have been no material changes in our primary risk exposures or management of market risks from those disclosed in our Form 10-K for the fiscal year ended January 28, 2012.

Item 4. Controls and Procedures.

We have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of October 27, 2012 pursuant to Rules 13a-15(b) and 15d-15(b) of the Securities Exchange Act of 1934, as amended (the "Act"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level in ensuring that information required to be disclosed by us in the reports that we file or submit under the Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms; and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of implementing controls and procedures.

There were no changes in our internal control over financial reporting, (as defined in Rules 13a-15(f) and 15d-15(f) under the Act) during the fiscal quarter ended October 27, 2012 identified in connection with the evaluation by our management, including our Chief Executive Officer and Chief Financial Officer that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Not applicable

Item 1A. Risk Factors.

There have been no material changes to the risk factors disclosed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended January 28, 2012, as filed with the Securities Exchange Commission on March 27, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.*Information on Share Repurchases*

All share and per share information has been retroactively adjusted to reflect the two-for-one stock split in the form of a stock dividend in February 2012.

The number of shares of common stock repurchased by TJX during the third quarter of fiscal 2013 and the average price paid per share are as follows:

	Total Number of Shares Repurchased ⁽¹⁾ <u>(a)</u>	Average Price Paid Per Share ⁽²⁾ <u>(b)</u>	Total Number of Shares Purchased as Part of a Publicly Announced Plan or Program ⁽³⁾ <u>(c)</u>	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs <u>(d)</u>
July 29, 2012 through August 25, 2012	2,343,047	\$ 45.24	2,343,047	\$ 1,568,719,053
August 26, 2012 through September 29, 2012	3,777,434	\$ 45.55	3,689,509	\$ 1,400,719,147
September 30, 2012 through October 27, 2012	<u>2,844,019</u>	<u>\$ 44.30</u>	<u>2,844,019</u>	<u>\$ 1,274,719,231</u>
Total:	8,964,500		8,876,575	

- (1) Consists of shares repurchased under publicly announced stock repurchase programs and 87,925 shares surrendered to satisfy tax withholding obligations in connection with the vesting of restricted stock awards.
- (2) Average price paid per share includes commissions for the shares repurchased under stock repurchase programs.
- (3) During the first quarter of fiscal 2013, we completed a \$1 billion stock repurchase program announced in February 2011 and initiated a \$2 billion stock repurchase program announced in February 2012. Under this new program, we have repurchased a total of 16.6 million shares of common stock (including 8.9 million in shares in the third quarter) at a cost of \$725 million.

Item 6. Exhibits

- 10.1 Form of Non-Qualified Stock Option Certificate Granted under the Stock Incentive Plan as of September 20, 2012
- 10.2 Form of Non-Qualified Stock Option Terms and Conditions Granted under the Stock Incentive Plan as of September 20, 2012
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following materials from The TJX Companies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 27, 2012, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Income, (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Cash Flows, (iv) the Consolidated Statement of Shareholders' Equity, and (v) Notes to Consolidated Financial Statements.

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: November 29, 2012

By /s/ Scott Goldenberg
Scott Goldenberg, Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
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THE TJX COMPANIES, INC.
FORM OF NON-QUALIFIED STOCK OPTION CERTIFICATE
GRANTED UNDER THE COMPANY'S STOCK INCENTIVE PLAN

Series []

This certificate evidences a non-qualified stock option to purchase shares of Common Stock, \$1.00 par value, of The TJX Companies, Inc. (the "Company") granted to the optionee named below under the Company's Stock Incentive Plan (as supplemented by any applicable sub-plan, the "Plan"). This option is subject to the terms and conditions of the Plan, the provisions of which, as from time to time amended, are incorporated in this certificate by reference. By accepting this option, the optionee hereby agrees to the terms of this certificate, including without limitation any applicable country-specific terms and conditions in the attached Addendum. Terms defined in the Plan are used in this certificate as so defined.

Please note that the local laws applicable to this option may change from time to time. The optionee is advised to seek professional legal, tax, and financial advice in relation to the acceptance of this grant. The Company is not providing any tax, legal, or financial advice, nor is the Company making any recommendation regarding the acceptance or exercise of this grant or the sale of shares received under the Plan.

1. **Optionee:**
2. **Number of Shares of Common Stock of the Company Subject to this Option:**
3. **Date of Grant:**
4. **Expiration Date:**
5. **Option Price:** per share, payable by (i) certified or bank check, (ii) through a broker-assisted exercise as described in the Plan, or (iii) shares of Common Stock of the Company not then subject to restrictions under any Company Plan, a combination of (i), (ii) and (iii), or as may be specified by the Company in its discretion under Section 6(c) of the Plan or any successor provision.
6. **Exercise of Option:** This option shall become exercisable in annual installments as specified below:

This option may be exercised to the extent it has become exercisable in full at any time prior to the Expiration Date, or in part from time to time prior to the Expiration Date.

7. **Termination of Employment:** In the event of the termination of employment of the optionee or in the event of the designation of the optionee as an inactive employee by reason of Disability, this option may thereafter be exercised during the following applicable period (or until the Expiration Date, if earlier) but only to the extent it was exercisable at the earlier of such termination or designation (except as otherwise indicated below):

Reason for Termination or Designation

Subsequent Period for Exercise

8. **Partial Acceleration of Exercisability Upon Death and Disability:** Subject to Paragraph 7 above, in the event of the termination of employment of the optionee due to the death or Disability of the optionee, or in the event of the designation of the optionee as an inactive employee by reason of Disability, this option shall be exercisable as to the number of shares for which it could have been exercised immediately prior to such termination or designation or, if greater, (i) the total number of shares subject to this option multiplied by a fraction the numerator of which shall be the number of days between the grant of this option and such termination or designation and the denominator of which shall be the number of days between the grant of this option and the date upon which this option, by its terms, would have become fully exercisable, minus (ii) the number of shares, if any, previously purchased under this option, provided, however, that no shares may be purchased under this option in the event that such termination or designation occurs within three months after the grant of this option.

9. **Change of Control:** This option unless previously terminated or expired shall automatically become fully exercisable upon the occurrence of a Change of Control.
10. **Automatic Exercise in Certain Circumstances:** To the extent any portion of this option is otherwise exercisable but remains unexercised at the close of business on the Expiration Date (or on the date of the earlier expiration of the period for exercising such portion of the option following a termination of employment or a designation as an inactive employee by reason of Disability), and if on such date the Fair Market Value of the shares subject to such exercisable but unexercised portion of this option exceeds the aggregate consideration that would have been required to be paid to purchase such shares had such portion of this option been exercised, the optionee will automatically be paid, in cancellation of such portion of the option, an amount of Company Stock having a Fair Market Value equal to such excess, if any. This Paragraph 10 is subject to the terms of any applicable sub-plan. The optionee hereby acknowledges that tax and other legal requirements must be met prior to any settlement of options under this Paragraph 10 and hereby consents to any tax or other consequences that may arise in connection with this Paragraph 10.
11. **Limited Transferability:** This option may not be transferred by the optionee other than by will or by the laws of descent and distribution, and is exercisable during the optionee's lifetime only by the optionee.
12. **Withholding:** No shares will be delivered pursuant to the exercise or automatic exercise of this option unless and until the person exercising the option has paid to the Company any taxes required to be withheld by the Company as a consequence of such exercise or automatic exercise, or otherwise provided to the Company's satisfaction for the payment of such taxes. The optionee shall be entitled to tender shares that would otherwise be delivered upon exercise of this option, or shares of Common Stock of the Company not then subject to restrictions under any Company Plan, in satisfaction of minimum required tax withholding with respect to income realized in connection with the exercise or automatic exercise of this option, subject to applicable law. The optionee understands that any tax, social contribution, or other liability that may arise in relation to this option is solely the optionee's (and not the Company's or Subsidiary's) responsibility and that such liability may exceed any amounts withheld. The optionee further understands that the optionee is solely responsible for filing any relevant documentation that may be required in relation to this option and any taxes, including but not limited to personal income tax returns or reporting statements.
13. **Data Privacy:** In order to perform its obligations under the Plan or for the implementation and administration of such Plan, the Company may collect, transfer, use, process, or hold certain personal data about the optionee. Such data includes, but is not limited, to the optionee's name, nationality, citizenship, work authorization, date of birth, age, government or tax identification number, passport number, brokerage account information, address, compensation and equity award history, and beneficiaries' contact information. By accepting this grant, the optionee explicitly consents to the collection, transfer (including to third parties in the optionee's home country or the United States or other countries, such as but not limited to human resources personnel, the Company's legal and/or tax advisors, and brokerage administrators), use, processing, holding, electronically or otherwise, of his/her personal data in connection with this or any other equity award. At all times the Company shall maintain the confidentiality of the optionee's personal data, except to the extent the Company is required to provide such information to governmental agencies or other parties; any such actions will be undertaken by the Company only in accordance with applicable law.
14. **Mode of Communications:** To the fullest extent permitted by law, in lieu of delivering documents in paper format, any documents that the Company or Subsidiary may deliver in connection with this grant and any other grants offered by the Company to the optionee, including prospectuses, grant notifications, account statements, annual or quarterly reports, and other communications may be delivered electronically. Electronic delivery of a document may be made via the Company's email system or by reference to a location on the Company's intranet or website or the online brokerage account system. To the extent the optionee has been provided with a copy of this certificate, the Plan, or any other documents relating to this grant in a language other than English, the English language document will prevail in case of any ambiguity or divergence resulting from the translation of such documents.
15. **Foreign Exchange Restrictions:** The optionee understands and agrees that neither the Company nor any Subsidiary is responsible for any foreign exchange fluctuation between the optionee's local currency (if applicable) and the United States Dollar that may affect the value of this option or the calculated income thereunder or liable for any decrease in the value of Stock or this option. The optionee understands and agrees that any cross-border remittance made to exercise this option or transfer proceeds received upon the sale of Stock must be made through a locally authorized financial institution or registered foreign exchange agency and may require the option to provide such entity with certain information regarding the transaction.
16. **No Employment Rights or Other Entitlements:** The optionee agrees that any awards under the Plan, including this option and this certificate, do not confer upon the optionee any right to continued employment with the Company or a Subsidiary, nor do they interfere in any way with the right of the Company or a Subsidiary to terminate the employment of the optionee at any time. Nothing contained in this certificate shall be deemed to constitute or create a contract of employment, nor shall this certificate constitute or create the right to remain associated with or in the employ of the Company or a Subsidiary for any particular period of time. Furthermore, this grant is made solely at the discretion of the Company, and this certificate, the Plan, and any other Plan documents (i) are not part of the optionee's employment contract, if any, and (ii) do not guarantee either the optionee's right to receive any future grants under the Plan or the inclusion of the value of any grants in the calculation of severance payments, if any, upon termination of employment.

17. **Compliance with Law:** Notwithstanding anything to the contrary herein, the Company shall not be obligated to issue any Stock pursuant to any option, at any time, if the offering of the Stock covered by such option, or the exercise of an option by the optionee, violates or is not in compliance with any laws, rules or regulations of the United States or any state or country. Furthermore, the optionee understands that, to the extent applicable, the laws of the country in which the optionee is working at the time of grant, vesting, and/or exercise of this option (including any rules or regulations governing securities, foreign exchange, tax, labor or other matters) may restrict or prevent exercise of this option or may subject the optionee to additional procedural or regulatory requirements for which the optionee is solely responsible and that the optionee will have to independently fulfill in relation to the exercise of this option. The Company reserves the right to impose other requirements on optionee's participation in the Plan, stock option awards thereunder, and any Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable to comply with applicable law or facilitate the administration of the Plan.
18. **Governing Law and Forum:** Except as otherwise expressly provided in the Plan, (i) the Plan is administered in the United States and the terms of this certificate shall be governed by and interpreted, construed, and enforced in accordance with the laws of the Commonwealth of Massachusetts without regard to its or any other jurisdiction's conflicts of laws provisions and (ii) for purposes of resolving any dispute that may arise directly or indirectly from this certificate, the parties hereby submit and consent to the exclusive jurisdiction of the Commonwealth of Massachusetts in the United States and agree that any litigation shall be conducted only in the United States District Court for the District of Massachusetts or a court of the Commonwealth of Massachusetts.
19. **Other Terms:** The provisions of this certificate are severable, and if any one or more of the provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable. To the extent applicable, the country-specific terms and conditions in the attached Addendum shall apply to this option.

THE TJX COMPANIES, INC.

BY: _____

[Title]

Accepted:

[Optionee]

THE TJX COMPANIES, INC.
FORM OF NON-QUALIFIED STOCK OPTION TERMS AND CONDITIONS
GRANTED UNDER THE COMPANY'S STOCK INCENTIVE PLAN

Series []

These terms and conditions ("Terms and Conditions") apply to your non-qualified stock option to purchase shares of Common Stock, \$1.00 par value, of The TJX Companies, Inc. (the "Company") granted to you ("you" or "optionee") under the Company's Stock Incentive Plan (as supplemented by any applicable sub-plan, the "Plan"). Capitalized terms that are used and that are not defined herein will have the meanings given to them in the Plan. Your option is subject to the terms and conditions of the Plan, the provisions of which, as from time to time amended, are incorporated into these Terms and Conditions, and by accepting your option, you agree to these Terms and Conditions, including without limitation any applicable country-specific terms and conditions in the attached Addendum.

Please note that the local laws applicable to your option may change from time to time. You are advised to seek your own professional legal, tax, and financial advice in relation to your acceptance of such grant. The Company is not providing any tax, legal, or financial advice, nor is the Company making any recommendation regarding your acceptance or exercise of this grant or the sale of shares received under the Plan.

Your option award letter describes the number of shares of Company Stock subject to this option and the option price.

1. **Date of Grant:**
2. **Expiration Date:**
3. **Exercise of Option:**

This option may be exercised to the extent it has become exercisable at any time prior to the Expiration Date. The option price may be payable as specified by the Company in its discretion in accordance with Section 6(c) of the Plan or any successor provision.

4. **Termination of Employment:** In the event of the termination of employment of the optionee or in the event of the designation of the optionee as an inactive employee by reason of Disability, this option may thereafter be exercised during the following applicable period (or until the Expiration Date, if earlier) but only to the extent it was exercisable at the earlier of such termination or designation (except as otherwise indicated below):

Reason for Termination or Designation

Subsequent Period for Exercise

5. **Partial Acceleration of Exercisability Upon Death and Disability:** Subject to Paragraph 4 above, in the event of the termination of employment of the optionee due to the death or Disability of the optionee, or in the event of the designation of the optionee as an inactive employee by reason of Disability, this option shall be exercisable as to the number of shares for which it could have been exercised immediately prior to such termination or designation or, if greater, (i) the total number of shares subject to this option multiplied by a fraction the numerator of which shall be the number of days between the grant of this option and such termination or designation and the denominator of which shall be the number of days between the grant of this option and the date upon which this option, by its terms, would have become fully exercisable, minus (ii) the number of shares, if any, previously purchased under this option, provided, however, that no shares may be purchased under this option in the event that such termination or designation occurs within three months after the grant of this option.

6. **Change of Control:** This option unless previously terminated or expired shall automatically become fully exercisable upon the occurrence of a Change of Control.
7. **Automatic Exercise in Certain Circumstances:** To the extent any portion of this option is otherwise exercisable but remains unexercised at the close of business on the Expiration Date (or on the date of the earlier expiration of the period for exercising such portion of the option following a termination of employment or a designation as an inactive employee by reason of Disability), and if on such date the Fair Market Value of the shares subject to such exercisable but unexercised portion of this option exceeds the aggregate consideration that would have been required to be paid to purchase such shares had such portion of this option been exercised, the optionee will automatically be paid, in cancellation of such portion of the option, an amount of Company Stock having a Fair Market Value equal to such excess, if any. This Paragraph 7 is subject to the terms of any applicable sub-plan. The optionee hereby acknowledges that tax and other legal requirements must be met prior to any settlement of options under this Paragraph 7 and hereby consents to any tax or other consequences that may arise in connection with this Paragraph 7.
8. **Limited Transferability:** This option may not be transferred by the optionee other than by will or by the laws of descent and distribution, and is exercisable during the optionee's lifetime only by the optionee.
9. **Withholding:** No shares will be delivered pursuant to the exercise or automatic exercise of this option unless and until the person exercising the option has paid to the Company any taxes required to be withheld by the Company as a consequence of such exercise or automatic exercise, or otherwise provided to the Company's satisfaction for the payment of such taxes. The optionee understands that any tax, social contribution, or other liability that may arise in relation to this option is solely the optionee's (and not the Company's or Subsidiary's) responsibility and that such liability may exceed any amounts withheld. The optionee further understands that the optionee is solely responsible for filing any relevant documentation that may be required in relation to this option and any taxes, including but not limited to personal income tax returns or reporting statements.
10. **Data Privacy:** In order to perform its obligations under the Plan or for the implementation and administration of such Plan, the Company may collect, transfer, use, process, or hold certain personal data about the optionee. Such data includes, but is not limited, to the optionee's name, nationality, citizenship, work authorization, date of birth, age, government or tax identification number, passport number, brokerage account information, address, compensation and equity award history, and beneficiaries' contact information. By accepting this grant, the optionee explicitly consents to the collection, transfer (including to third parties in the optionee's home country, or the United States or other countries, such as but not limited to human resources personnel, the Company's legal and/or tax advisors, and brokerage administrators), use, processing, holding, electronically or otherwise, of his/her personal data in connection with this or any other equity award. At all times the Company shall maintain the confidentiality of the optionee's personal data, except to the extent the Company is required to provide such information to governmental agencies or other parties; any such actions will be undertaken by the Company only in accordance with applicable law.
11. **Mode of Communications:** The optionee agrees, to the fullest extent permitted by law, in lieu of receiving documents in paper format, to accept electronic delivery of any documents that the Company or Subsidiary may deliver in connection with this grant and any other grants offered by the Company, including prospectuses, grant notifications, account statements, annual or quarterly reports, and other communications. Electronic delivery of a document may be made via the Company's email system or by reference to a location on the Company's intranet or website or the online brokerage account system. To the extent the optionee has been provided with a copy of these Terms and Conditions, the Plan, or any other documents relating to this grant in a language other than English, the English language document will prevail in case of any ambiguity or divergence resulting from the translation of such documents.
12. **Foreign Exchange Restrictions:** The optionee understands and agrees that neither the Company nor any Subsidiary is responsible for any foreign exchange fluctuation between the optionee's local currency (if applicable) and the United States Dollar that may affect the value of this option or the calculated income thereunder or liable for any decrease in the value of Stock or this option. The optionee understands and agrees that any cross-border remittance made to exercise this option or transfer proceeds received upon the sale of Stock must be made through a locally authorized financial institution or registered foreign exchange agency and may require the option to provide such entity with certain information regarding the transaction.

13. **No Employment Rights or Other Entitlements:** The optionee agrees that any awards under the Plan, including this option and these Terms and Conditions, do not confer upon the optionee any right to continued employment with the Company or a Subsidiary, nor do they interfere in any way with the right of the Company or a Subsidiary to terminate the employment of the optionee at any time. Nothing contained in these Terms and Conditions shall be deemed to constitute or create a contract of employment, nor shall these Terms and Conditions constitute or create the right to remain associated with or in the employ of the Company or a Subsidiary for any particular period of time. Furthermore, this grant is made solely at the discretion of the Company, and these Terms and Conditions, the Plan, and any other Plan documents (i) are not part of the optionee's employment contract, if any, and (ii) do not guarantee either the optionee's right to receive any future grants under the Plan or the inclusion of the value of any grants in the calculation of severance payments, if any, upon termination of employment.
14. **Compliance with Law:** Notwithstanding anything to the contrary herein, the Company shall not be obligated to issue any Stock pursuant to any option, at any time, if the offering of the Stock covered by such option, or the exercise of an option by the optionee, violates or is not in compliance with any laws, rules or regulations of the United States or any state or country. Furthermore, the optionee understands that, to the extent applicable, the laws of the country in which he/she is working at the time of grant, vesting, and/or exercise of this option (including any rules or regulations governing securities, foreign exchange, tax, labor or other matters) may restrict or prevent exercise of this option or may subject the optionee to additional procedural or regulatory requirements he/she is solely responsible for and will have to independently fulfill in relation to this option. The Company reserves the right to impose other requirements on optionee's participation in the Plan, stock option awards thereunder, and any Stock acquired under the Plan, to the extent the Company determines it is necessary or advisable to comply with applicable law or facilitate the administration of the Plan.
15. **Governing Law and Forum:** Except as otherwise expressly provided in the Plan (i) the Plan is administered in the United States and these Terms and Conditions shall be governed by and interpreted, construed, and enforced in accordance with the laws of the Commonwealth of Massachusetts without regard to its or any other jurisdiction's conflicts of laws provisions and (ii) for purposes of resolving any dispute that may arise directly or indirectly from these Terms and Conditions, the parties hereby submit and consent to the exclusive jurisdiction of the Commonwealth of Massachusetts in the United States and agree that any litigation shall be conducted only in the United States District Court for the District of Massachusetts or a court of the Commonwealth of Massachusetts.
16. **Other Terms:** The provisions of these Terms and Conditions are severable, and if any one or more of the provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable. To the extent applicable, the country-specific terms and conditions in the attached Addendum shall apply to this option.

Section 302 Certification

CERTIFICATION

I, Carol Meyrowitz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The TJX Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 29, 2012

/s/ Carol Meyrowitz

Name: Carol Meyrowitz

Title: Chief Executive Officer

Section 302 Certification

CERTIFICATION

I, Scott Goldenberg, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The TJX Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 29, 2012

/s/ Scott Goldenberg

Name: Scott Goldenberg

Title: Chief Financial Officer

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of The TJX Companies, Inc. (the "Company"), does hereby certify that to my knowledge:

1. the Company's Form 10-Q for the fiscal quarter ended October 27, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Company's Form 10-Q for the fiscal quarter ended October 27, 2012 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Carol Meyrowitz

Name: Carol Meyrowitz

Title: Chief Executive Officer

Dated: November 29, 2012

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of The TJX Companies, Inc. (the "Company"), does hereby certify that to my knowledge:

1. the Company's Form 10-Q for the fiscal quarter ended October 27, 2012 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Company's Form 10-Q for the fiscal quarter ended October 27, 2012 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Scott Goldenberg

Name: Scott Goldenberg

Title: Chief Financial Officer

Dated: November 29, 2012