FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

For Quarter Ended July 27, 1996
Commission file number 1-4908

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

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

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

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

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

The number of shares of Registrant's Common Stock outstanding as of August 24, 1996: 74,463,709.

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

	Thirteen Weeks Ended	
	July 27, 1996	July 29, 1995
Net sales	$1,641,163	$848,945
Cost of sales, including buying and occupancy costs	1,277,754	657,682
Selling, general and administrative expenses	290,863	166,933
Interest on debt, net	11,319	9,813
Income from continuing operations before income taxes	61,227	14,517
Provision for income taxes	25,173	6,804
Income from continuing operations	36,054	7,713

Income (loss) from discontinued operations, net of income taxes	-	(855)
(Loss) on disposal of discontinued operations, net of income taxes	-	(31,700)
Net income (loss)	36,054	(24,842)
Preferred stock dividends	4,260	1,789
Net income (loss) attributable to common shareholders	$ 31,794	$(26,631)
Primary and fully diluted earnings per common share:		
Continuing operations	$ .40	$ .08
Discontinued operations	-	(.45)
Net income	$ .40	$ (.37)
Cash dividends per common share	$ .07	$ .14

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

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

	Twenty-Six Weeks Ended	
	July 27, 1996	July 29, 1995
Net sales	$3,245,406	$1,679,375
Cost of sales, including buying and occupancy costs	2,518,413	1,292,119
Selling, general and administrative expenses	587,895	337,129
Interest on debt, net	26,424	18,312
Income from continuing operations before income taxes	112,674	31,815
Provision for income taxes	46,534	14,592
Income from continuing operations	66,140	17,223
Income (loss) from discontinued operations, net of income taxes	-	(2,300)
(Loss) on the disposal of discontinued operations, net of income taxes	-	(31,700)
Net income (loss)	66,140	(16,777)
Preferred stock dividends	8,788	3,578
Net income (loss) attributable to common shareholders	$ 57,352	$ (20,355)
Primary and fully diluted earnings per common share:		
Continuing operations	$ .73	$ .19
Discontinued operations	-	(.47)
Net income	$ .73	$ (.28)
Cash dividends per common share	$ .14	$ .28

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

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

	July 27, 1996	January 27, 1996	July 29, 1995
ASSETS			
Current assets:			
Cash and cash equivalents	$ 245,342	$ 209,226	$ 19,752
Accounts receivable and income taxes recoverable	110,006	98,409	48,595
Merchandise inventories	1,437,553	1,343,852	1,092,143
Prepaid expenses	31,510	35,235	29,438
Net current assets of discontinued operations	-	-	11,937
Total current assets	1,824,411	1,686,722	1,201,865
Property, at cost:			
Land and buildings	141,245	141,009	114,899
Leasehold costs and improvements	443,993	429,715	277,197
Furniture, fixtures and equipment	608,646	580,959	408,049
	1,193,884	1,151,683	800,145
Less accumulated depreciation and amortization	422,256	366,191	328,634
	771,628	785,492	471,511
Other assets	35,680	37,325	16,354
Goodwill and tradename, net of amortization	232,879	236,043	88,639
Net noncurrent assets of discontinued operations	-	-	32,528
TOTAL ASSETS	$2,864,598	$2,745,582	$1,810,897
LIABILITIES			
Current liabilities:			
Short-term debt	$ 403	$ -	$ 65,749
Current installments of long-term debt	103,211	78,670	33,987
Accounts payable	632,636	473,523	396,133
Accrued expenses and other current liabilities	628,297	702,132	296,618
Federal and state income taxes payable	-	23,246	3,252
Total current liabilities	1,364,547	1,277,571	795,739
Long-term debt exclusive of current installments:			
Real estate mortgages	24,402	27,241	72,462
Equipment notes	2,662	3,272	3,897
General corporate debt	635,807	660,200	357,193
Deferred income taxes	21,478	12,664	15,716
SHAREHOLDERS' EQUITY			
Preferred stock at face value, authorized 5,000,000 shares, par value $1, issued and outstanding cumulative convertible stock of:			
250,000 shares of 8% Series A	-	25,000	25,000
1,650,000 shares of 6.25% Series C	82,500	82,500	82,500
250,000 shares of 1.81% Series D	25,000	25,000	-
1,500,000 shares of 7% Series E	150,000	150,000	-
Common stock, authorized 150,000,000 shares, par value $1, issued and outstanding 74,132,470; 72,485,776 and 72,406,751 shares	74,132	72,486	72,407
Additional paid-in capital	296,496	269,159	267,496
Retained earnings	187,574	140,489	118,487
Total shareholders' equity	815,702	764,634	565,890
TOTAL LIABILITIES AND			

SHAREHOLDERS' EQUITY	$2,864,598	$2,745,582	$1,810,897

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

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

	Twenty-Six Weeks Ended July 27, 1996	July 29, 1995
Cash flows from operating activities:		
Net income (loss)	$ 66,140	$(16,777)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	65,149	37,589
Loss from discontinued operations	-	2,300
Loss on disposal of discontinued operations	-	31,700
Loss on property disposals	4,361	297
Other	(4,873)	(3,356)
Changes in assets and liabilities:		
(Increase) in accounts receivable and income taxes recoverable	(11,597)	(6,846)
(Increase) in merchandise inventories	(93,701)	(201,550)
(Increase) decrease in prepaid expenses	3,725	(6,557)
Increase (decrease) in accounts payable	159,113	(19,728)
(Decrease) in accrued expenses and other current liabilities	(24,508)	(7,322)
Increase (decrease) in income taxes payable	(23,246)	3,252
Increase in deferred income taxes	8,814	1,950
Net cash provided by (used in) operating activities	149,377	(185,048)
Cash flows from investing activities:		
Property additions	(49,929)	(57,518)
Contingent payment for acquisition of Marshalls	(49,327)	-
Net cash (used in) investing activities	(99,256)	(57,518)
Cash flows from financing activities:		
Proceeds from borrowings of short-term debt	403	45,749
Proceeds from borrowings long-term debt	-	199,861
Principal payments on long-term debt	(3,305)	(3,108)
Proceeds from sale and issuance of common stock, net	7,952	82
Cash dividends	(19,055)	(23,850)
Net cash provided by (used in) financing activities	(14,005)	218,734

Net cash provided by (used in) continuing operations	36,116	(23,832)
Net cash provided by discontinued operations	-	2,015
Net increase (decrease) in cash and cash equivalents	36,116	(21,817)
Cash and cash equivalents at beginning of year	209,226	41,569
Cash and cash equivalents at end of period	$245,342	$ 19,752

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

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

Thirteen Weeks (Second Quarter) and Twenty-Six Weeks Ended July 27, 1996
Versus Thirteen Weeks and Twenty-Six Weeks Ended July 29, 1995

On November 17, 1995, the Company acquired the Marshalls off-price family apparel chain from Melville Corporation. Under the purchase method of accounting, the assets and liabilities and results of operations associated with the acquired business are included in the Company's financial position and results of operations from the date of acquisition.

Net sales from continuing operations for the second quarter were $1,641.2 million, up 93% from $848.9 million last year. For the six months, net sales from continuing operations were $3,245.4 million, up 93% from $1,679.4 million for the same period last year. The increase in sales is primarily attributable to the acquisition of Marshalls. Same store sales for the second quarter increased by 4% at T.J. Maxx, 7% at Winners, 13% at Marshalls and decreased by 1% at HomeGoods. Same store sales for the six months increased by 5% at T.J. Maxx, 10% at Marshalls, 6% at Winners and 2% at HomeGoods. Chadwick's experienced a 6% and 10% increase in net sales for the quarter and six months, respectively.

Income from continuing operations for the second quarter was $36.1 million, or $.40 per common share versus $7.7 million, or $.08 per common share. For the six months, income from continuing operations was $66.1 million, or $.73 per common share versus $17.2 million, or $.19 per common share. For the periods ended July 1995, after reflecting Hit or Miss as a discontinued operation, the Company recorded a net loss of $24.8 million or $.37 per common share for the second quarter and $16.8 million or $.28 per common share for the six months.

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

	Percentage of Net Sales			
	13 Weeks Ended		26 Weeks Ended	
	7/27/96	7/29/95	7/27/96	7/29/95
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including buying and occupancy costs	77.9	77.5	77.6	76.9
Selling, general and administrative expenses	17.7	19.7	18.1	20.1
Interest on debt and capital leases	.7	1.1	.8	1.1
Income from continuing operations before income taxes	3.7%	1.7%	3.5%	1.9%

Cost of sales including buying and occupancy costs as a percent of net sales increased in both periods from the prior year. This increase is the result of Chadwick's smaller pro rata share of consolidated results, due to the Marshalls acquisition, as Chadwick's operates with a lower cost of sales ratio than the Company's store operations.

Selling, general and administrative expenses, as a percentage of net sales, decreased from the prior year in both periods. This improvement is partially the result of a decrease in Chadwick's pro rata share of consolidated results, due to the Marshalls acquisition, as Chadwick's operates at a higher selling, general and administrative expense ratio than the Company's store operations. This ratio also reflects the benefit of the increased sales volume due to the Marshalls acquisition.

The increase in interest expense for the second quarter and six months ended July 1996 versus July 1995 is due to interest on the $200 million of notes issued in June 1995 and on the $375 million term loan incurred for the acquisition of Marshalls.

The decrease in the effective income tax rate reflects the tax benefits on foreign operating losses realizable due to a corporate restructuring of certain foreign subsidiaries that took place in the second half of fiscal 1996.

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

(In Thousands)

	Thirteen Weeks Ended July 27, 1996	Thirteen Weeks Ended July 29, 1995	Twenty-Six Weeks Ended July 27, 1996	Twenty-Six Weeks Ended July 29, 1995
Net sales:				
Off-price family apparel stores	$1,528,177	$742,032	$2,981,041	$1,442,746
Off-price catalog operation	92,904	87,602	224,900	204,213
Off-price home fashion stores	20,082	19,311	39,465	32,416
	$1,641,163	$848,945	$3,245,406	$1,679,375
Operating income (loss):				
Off-price family apparel stores	$ 82,197	$ 37,229	$ 149,254	$ 70,140
Off-price catalog operation	4,478	(1,128)	17,409	4,133
Off-price home fashion stores	(3,056)	(2,327)	(5,626)	(3,856)
	83,619	33,774	161,037	70,417
General corporate expense(1)	10,419	8,790	20,632	18,983
Goodwill amortization	654	654	1,307	1,307
Interest expense	11,319	9,813	26,424	18,312
Income from continuing operations before income taxes	$ 61,227	$ 14,517	$ 112,674	$ 31,815

(1) General corporate expense for the periods ended July 27, 1996 include the net operating results of T.K. Maxx. General corporate expense for the periods ended July 29, 1995 include the net operating results of T.K. Maxx and the Cosmopolitan catalog.

The off-price family apparel stores segment, T.J. Maxx, Marshalls, and Winners more than doubled its operating profit for the quarter and six months primarily due to the benefits of the Marshalls acquisition. This segment's operating results reflect its strong sales performance, aided by its aggressive markdown policy, along with tight inventory control. Chadwick's recorded an increase in operating income due to a strong response to the spring and summer catalogs and its improved ability to meet customer demand versus last year. HomeGoods results were slightly below the Company's expectations.

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

	July 27, 1996	July 29, 1995
T.J. Maxx	582	565
Marshalls	464	-
Winners	57	42
HomeGoods	23	22
T.K. Maxx	11	6

Financial Condition

Cash flows from operating and financing activities for the six months reflect increases in inventories and accounts payable, which are primarily due to normal seasonal requirements. The improvement in cash provided by operating activities for the six months ended July 1996 versus July 1995 reflects stronger sales and tight inventory controls. The decrease in short term borrowings from last year is a result of the strong cash position at the end of fiscal 1996 which reflected the benefits from the timing of the Marshalls acquisition and the resulting favorable cash flow of the holiday selling season. Future operating cash flows will be impacted by the T.J. Maxx store closing reserve and the reserves established (primarily for store closings) in the allocation of the purchase price of Marshalls. Reductions in the reserve in this period have been primarily non-cash items. The Company is in the process of evaluating Marshalls store closing program and the allocation of the purchase price of Marshalls. Any adjustments to the initial allocation of purchase price will be reflected by the end of the current fiscal year.

Cash flow from investing activities reflects a final payment made to Melville based on the closing balance sheet of Marshalls.

On May 24, 1996, Chadwick's of Boston, Ltd. ("Chadwick's"), a wholly-owned subsidiary of the Company, filed a registration statement with the Securities and Exchange Commission for the sale of a majority of the common stock of Chadwick's. On July 31, 1996, the Company announced a postponement of the initial public offering of Chadwick's due to weak stock market conditions. There can be no assurance that the offering reflected in the Registration Statement will be made or consummated or, if the offering is consummated, that the terms will be as reflected in the Registration Statement.

On July 31, 1996, the Company announced that it had called for early redemption on September 16, 1996, $88.83 million of its 9 1/2% sinking fund debentures, allowing the Company to take advantage of its strong cash position. The Company will record a $2.9 million after-tax extraordinary charge in its third quarter as a result of this redemption.

On August 13, 1996, the Company announced that it has called for redemption all outstanding shares of its Series C Convertible Preferred Stock on September 12, 1996, at a redemption price of $51.875 per share, plus accrued dividends of $.616 per share through the redemption date. Each Series C Preferred Share is convertible into TJX Common Stock at a conversion price of $25.9375 per share of Common Stock (equivalent to a conversion rate of 1.9277 shares of Common Stock per Series C Preferred Share). No dividends for the period commencing July 1, 1996 will be paid on the Series C Preferred shares converted into Common Stock. The Company has entered into a standby agreement with Salomon Brothers Inc pursuant to which, subject to certain conditions, Salomon will purchase from the Company the number of shares of Common Stock that would have been issuable upon conversion of Series C Preferred Shares that are not converted.

During the second quarter, all of the Company's outstanding Series A cumulative convertible Preferred Stock was converted into Common Stock pursuant to a call for redemption. There were 1,190,475 shares of Common Stock issued upon the conversion of the Series A Preferred Stock.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

	Twenty-Six Weeks Ended July 27, 1996	July 29, 1995
Cash paid for:		
Interest on debt, net	$26,534	$ 17,718
Income taxes	79,619	5,568

4. As of July 29, 1995, the Company reflected the loss on the sale of its Hit or Miss division (completed as of September 30, 1995) to members of Hit or Miss management and outside investors and, thus, Hit or Miss' operating results for all prior periods have been reclassified to discontinued operations.

5. On November 17, 1995, the Company completed its acquisition of the Marshalls off-price family apparel chain from Melville Corporation. The purchase price (before expenses) for the acquisition was $599.3 million, consisting of $375 million in cash, before closing adjustments, plus an additional $49.3 million (paid on April 30, 1996) based on the final closing balance sheet, plus $175 million in TJX convertible Preferred

Stock. The purchase has been accounted for under the purchase method of accounting.

As a result of the acquisition, the Company announced its intentions to close a total of 170 Marshalls stores and 30 T.J. Maxx stores, in operation at the date of acquisition. The Company established a $244.1 million reserve in the allocation of the purchase price of Marshalls, primarily relating to the Marshalls store closings, and recorded a pre-tax charge of $35 million relating to the T.J. Maxx store closings. The Company's total store closing and restructuring reserve as of July 27, 1996 totalled $215.5 million. The reduction in the reserve to date is primarily due to inventory markdowns and fixed asset writeoffs. The Company is in the process of evaluating its store closing program and the reserves established in the allocation of the Marshalls acquisition price.

In connection with the purchase of Marshalls, the Company entered into an $875 million credit facility with a group of banks. The credit facility consists of a $375 million term loan used for the cash portion

of the purchase price, and a $500 million revolving credit facility to meet the Company's ongoing working capital needs.

6. In October 1988, the Company completed the sale of its former Zayre stores division to Ames Department Stores, Inc. ("Ames"). On April 25, 1990, Ames filed for protection under Chapter 11 of the Federal Bankruptcy Code and on December 30, 1992, Ames emerged from bankruptcy under a plan of reorganization. The Company is liable for certain amounts to be distributed under the plan for certain unassigned landlord claims under certain former Zayre store leases on which Zayre Corp. was liable as of the date of acquisition and which Ames has rejected.

   The Company remains contingently liable for the leases of most of the former Zayre stores still operated by Ames. In addition, the Company is contingently liable on a number of leases of Waban Inc., a division spun-off in fiscal 1990, and of the Hit or Miss division, the Company's former off-price women's specialty stores, sold on September 30, 1995. The Company believes that in view of the nature of the leases and the fact that Ames, Waban and Hit or Miss are primarily liable, the Company's contingent liability on these leases will not have a material effect on the Company's financial condition. Accordingly, the Company believes its available reserves of $21.8 million as of July 27, 1996 should be adequate to cover all reasonably expected liabilities associated with discontinued operations that it may incur.

7. On May 24, 1996, Chadwick's of Boston, Ltd. ("Chadwick's"), a wholly-owned subsidiary of the Company, filed a registration statement for the sale of a majority of the common stock of Chadwick's. On July 31, 1996, the Company announced a postponement of the initial public offering of Chadwick's due to weak stock market conditions.

8. On July 31, 1996, the Company announced that it had called for early redemption on September 16, 1996, $88.83 million of its 9 1/2% sinking fund debentures. The Company will record a $2.9 million after-tax extraordinary charge in its third quarter as a result of this redemption.

9. On August 13, 1996, the Company announced that it has called for redemption all outstanding shares of its Series C Cumulative Convertible Preferred Stock on September 12, 1996 at a redemption price of $51.875 per share plus accrued dividends through the Redemption Date. Each Series C Preferred Share is convertible into TJX Common Stock at a conversion price of $25.9375 per share of Common Stock (equivalent to a conversion rate of 1.9277 shares of Common Stock per Series C Preferred Share).

   During the second quarter, all of the Company's outstanding Series A cumulative convertible Preferred Stock was converted into Common Stock pursuant to a call for redemption. There were 1,190,475 shares of Common Stock issued upon the conversion of the Series A Preferred Stock.

PART II. Other Information

Item 4 Submission of Matters to a Vote of Security Holders

Information with respect to matters voted on at the Company's Annual Meeting of Stockholders on June 4, 1996 (during the period covered by this report) was provided in the Company's Quarterly Report on Form 10-Q for the quarter ended April 27, 1996.

Item 6(a) Exhibits

11 Statement re Computation of Per Share Earnings

Item 6(b) Reports on Form 8-K

On June 5, 1996, the Company filed a current report on Form 8-K dated May 24, 1996 relating to the filing of a Registration Statement by Chadwick's of Boston, Ltd., a subsidiary of the Company, and the Company's intention to sell a majority interest in its Chadwick's division. The Company filed unaudited pro forma financial statements for the fiscal year ended January 27, 1996 with the Form 8-K.

On June 20, 1996, the Company filed a current report on Form 8-K dated June 18, 1996 announcing that all outstanding shares of the Company's Series A Preferred Stock had been converted into Common Stock of the Company.

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: September 10, 1996

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

EXHIBIT 11

COMPUTATION OF NET INCOME PER COMMON SHARE
(UNAUDITED)
DOLLARS IN THOUSANDS

	Thirteen Weeks Ended July 27, 1996	Thirteen Weeks Ended July 29, 1995	Twenty-Six Weeks Ended July 27, 1996	Twenty-Six Weeks Ended July 29, 1995
The computation of net income (loss) available and adjusted shares outstanding follows:				
Net income (loss)	$36,054	$(24,842)	$66,140	$(16,777)
Less:				
Preferred stock dividends	-	(1,789)	(2,578)	(3,578)
Net income (loss) used for primary and fully diluted computation	$36,054	$(26,631)	$63,562	$(20,355)
Weighted average number of common shares outstanding	74,132,470	72,406,751	74,127,874	72,407,447
Add (where dilutive):				
Assumed exercise of those options that are common stock equivalents, net of treasury shares deemed to have been repurchased	932,693	82,238	854,930	82,238
Assumed conversion of convertible preferred stock	14,921,614	-	11,740,891	-
Adjusted shares outstanding, used for primary and fully diluted computation	89,986,777	72,488,989	86,723,695	72,489,685

This schedule contains summary financial information extracted from the statements of income and balance sheets and is qualified in its entirety by reference to such financial statements.

6-MOS
JAN-25-1997
JUL-27-1996
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