

Sherr Richard  
Form 4  
March 14, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sherr Richard

(Last) (First) (Middle)

THE TJX COMPANIES, INC., 770  
COCHITUATE ROAD

(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TJX COMPANIES INC /DE/ [TJX]

3. Date of Earliest Transaction (Month/Day/Year)

03/12/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SEVP, Group President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 03/12/2019                           |  | M                              |   | 15,166 A \$ 36.27   | 196,156  | D                                 |
| Common Stock                    | 03/12/2019                           |  | M                              |   | 14,660 A \$ 37.52   | 210,816  | D                                 |
| Common Stock                    | 03/12/2019                           |  | M                              |   | 15,028 A \$ 36.605  | 225,844  | D                                 |
| Common Stock                    | 03/12/2019                           |  | M <sup>(1)</sup>               |   | 44,854 D \$ 51.992  | 180,990  | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option                                     | \$ 36.27   | 03/12/2019                           |  | M <sup>(2)</sup>               | 15,166  | 09/17/2016 09/17/2025                                    | Common Stock  | 15,166                     |
| Option                                     | \$ 37.52   | 03/12/2019                           |  | M <sup>(2)</sup>               | 14,660  | 09/15/2017 09/15/2026                                    | Common Stock  | 14,660                     |
| Option                                     | \$ 36.605  | 03/12/2019                           |  | M <sup>(2)</sup>               | 15,028  | 09/14/2018 09/14/2027                                    | Common Stock  | 15,028                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Sherr Richard<br>THE TJX COMPANIES, INC.<br>770 COCHITUATE ROAD<br>FRAMINGHAM, MA 01701 |               |           | SEVP,<br>Group<br>President |       |

## Signatures

/s/ Mary B. Reynolds, by Power of Attorney dated January 29, 2012

03/14/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The price reported is the weighted average sales price of shares sold in multiple transactions at prices ranging from \$51.94 to \$52.03. The reporting person hereby undertakes, upon request of the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(2) Right to buy. Includes right to have shares withheld to satisfy tax withholding obligations upon exercise.

**Remarks:**

All share counts on Table I and Table II reflect the impact of the two-for-one stock split paid on November 6, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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