

BENNETT ALAN M
 Form 4
 June 07, 2018

FORM 4

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

OMB APPROVAL

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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 *
BENNETT ALAN M

(Last) (First) (Middle)

**C/O THE TJX COMPANIES,
 INC., 770 COCHITUATE RD.**

(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)
06/05/2018

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Deferred Stock Units	\$ 0	06/05/2018	A		850.79		(1)	(1)	Common Stock	850.79		
Deferred Stock Units	\$ 0	06/05/2018	A		318.89		(2)	(2)	Common Stock	318.89		
Deferred Stock Units	\$ 0	06/05/2018	A		850.79		(3)	(3)	Common Stock	850.79		
Deferred Stock Units	\$ 0	06/05/2018	A		318.89		(4)	(4)	Common Stock	318.89		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ALAN M C/O THE TJX COMPANIES, INC. 770 COCHITUATE RD. FRAMINGHAM, MA 01701	X			

Signatures

/s/ Mary B. Reynolds, by Power of Attorney dated September 10, 2007 06/07/2018

**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).
- (1) Constitutes an annual award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares will be delivered upon the Director's departure from the Board, under and subject to the terms of the Plan.
- (2) Constitutes an award of deferred shares under the Stock Incentive Plan having a value equal to the aggregate dividends on any previously granted annual award of deferred shares under the Plan for which there has been a record date since June 6, 2017. Deferred shares will be delivered upon the Director's departure from the Board at the same time the shares subject to the annual award are delivered, under and subject to the terms of the Plan.
- (3) Constitutes an additional award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares vest on the date immediately preceding the date of the Company's annual meeting of stockholders next succeeding the award grant date, provided that the recipient is still a Director on that date or, to the extent provided by the terms of the award document, in connection with an earlier

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Change of Control. Vested shares will be delivered following vesting or upon the Director's departure from the Board, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

- (4) Constitutes an award of deferred shares under the Stock Incentive Plan having a value equal to the aggregate dividends on any previously granted additional award of deferred shares under the Plan, which have not yet been delivered to the Director, for which there has been a record date since June 6, 2017. Deferred shares will be delivered at the same time the shares subject to the applicable additional award are delivered, under and subject to the terms of the Plan.

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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