

TJX COMPANIES INC /DE/

Form 4

June 09, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SWANSON WILLIAM H**

(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)

**06/07/2016**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/07/2016                              |                                                             | M <sup>(1)</sup>                        | 1,158 A                                                                    | \$ 0<br>(1) 5,240                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       | 06/07/2016                              |                                                             | M <sup>(1)</sup>                        | 1,544 A                                                                    | \$ 0<br>(1) 6,784                                                                                                  | D                                                                    |                                                                   |

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

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SEC 1474  
(9-02)

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**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) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Amount or Number of Shares                                    |
| Deferred Stock Units                       | \$ 0                                                   | 06/07/2016                           |                                                    | A                              |                                                                                         | 17.81                                                    | (2) (2)                                                       | Common Stock 17.81                                            |
| Deferred Stock Units                       | \$ 0                                                   | 06/07/2016                           |                                                    | M                              |                                                                                         | 1,544                                                    | (1) (1)                                                       | Common Stock 1,544                                            |
| Deferred Stock Units                       | \$ 0                                                   | 06/07/2016                           |                                                    | A                              |                                                                                         | 13.35                                                    | (2) (2)                                                       | Common Stock 13.35                                            |
| Deferred Stock Units                       | \$ 0                                                   | 06/07/2016                           |                                                    | M                              |                                                                                         | 1,158                                                    | (1) (1)                                                       | Common Stock 1,158                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| SWANSON WILLIAM H<br>THE TJX COMPANIES, INC.<br>770 COCHITUATE ROAD<br>FRAMINGHAM, MA 01701 | X                                |

## Signatures

Mary B. Reynolds, by Power of Attorney dated January 30, 2015 06/09/2016

\*\*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) Receipt of deferred shares granted on June 11, 2015 in accordance with the terms of the Stock Incentive Plan. Includes an amount equal to the aggregate dividends for which there has been a record date since June 11, 2015.

(2)

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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 11, 2015. 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.

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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