

HINES MICHAEL F  
 Form 4  
 June 15, 2012

**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 \*  
 HINES MICHAEL F

2. Issuer Name and Ticker or Trading Symbol  
 TJX COMPANIES INC /DE/ [TJX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 78 ABBOTT ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/13/2012

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

WELLESLEY, MA 02481  
 (City) (State) (Zip)

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

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | 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 (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--------------------------------------|--|---|-------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--------------------------------------|--|---|-------|

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| Derivative Security  |      |            | or Disposed of (D) |         | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|----------------------|------|------------|--------------------|---------|------------------|-----------------|--------------|----------------------------|
|                      |      |            | (A)                | (D)     |                  |                 |              |                            |
| Deferred Stock Units | \$ 0 | 06/13/2012 | A                  | 144.87  | (1)              | (1)             | Common Stock | 144.87                     |
| Deferred Stock Units | \$ 0 | 06/13/2012 | A                  | 1,509.3 | (2)              | (2)             | Common Stock | 1,509.3                    |
| Deferred Stock Units | \$ 0 | 06/13/2012 | A                  | 144.87  | (3)              | (3)             | Common Stock | 144.87                     |
| Deferred Stock Units | \$ 0 | 06/13/2012 | A                  | 1,509.3 | (4)              | (4)             | Common Stock | 1,509.3                    |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HINES MICHAEL F<br>78 ABBOTT ROAD<br>WELLESLEY, MA 02481 | X             |           |         |       |

## Signatures

Mary B. Reynolds, by Power of Attorney dated June 5, 2007 06/15/2012

\_\_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 award of deferred shares, under the Stock Incentive Plan, having a value equal to the aggregate dividends on previously granted deferred shares for which there has been a record date since June 14, 2011. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

(2) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$62,500. Shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

(3) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value equal to the aggregate dividends on previously granted deferred shares for which there has been a record date since June 14, 2011. The previously granted deferred shares vest on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares, provided that the recipient is still a Director on such date or, if earlier, immediately prior to a Change of Control. Vested shares will be delivered to each Director on the date of the annual meeting next succeeding the date of grant of such shares or upon the Director's retirement, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

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- Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$62,500. Shares vest on the date immediately preceding the date of the annual meeting next succeeding the date of grant of such shares, provided that the recipient is still a Director on
- (4) such date or, if earlier, immediately prior to a Change of Control. Vested shares will be delivered to each Director on the date of the annual meeting next succeeding the date of grant of such shares or upon the Director's retirement, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

### **Remarks:**

All share counts on Table II reflect the impact of the two-for-one stock split paid on February 2, 2012.

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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