

TJX COMPANIES INC /DE/

Form 4

June 12, 2014

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHING DAVID T**

(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)

**06/10/2014**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/10/2014		A		1,419	A (1)	\$ 0 (1)
							16,151
							D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)**

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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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Deferred Stock Units	\$ 0	06/10/2014		A	1,248.66	(2) (2)	Common Stock 1,248.6
Deferred Stock Units	\$ 0	06/10/2014		A	1,248.66	(3) (3)	Common Stock 1,248.6
Deferred Stock Units	\$ 0	06/10/2014		A	198.24	(4) (4)	Common Stock 198.24
Deferred Stock Units	\$ 0	06/10/2014		A	56.26	(5) (5)	Common Stock 56.26
Deferred Stock Units	\$ 0	06/10/2014		D	1,419	(1) (1)	Common Stock 1,419

## Reporting Owners

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

## Signatures

Mary B. Reynolds, by Power of Attorney dated June 5,  
2007 06/12/2014

\_\_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).
- Reflects the advance election by the Director to receive the deferred shares granted on June 11, 2013 on the respective date of the annual
- (1) meeting next succeeding the date of grant of such shares, rather than upon such Director's retirement. Includes an amount equal to the aggregate dividends for which there has been a record date since June 11, 2013.
  - (2) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$70,000. Shares will be delivered to each Director upon Director's retirement, 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 \$70,000. 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
- (3) 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.
- Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value equal to the aggregate dividends on previously
- (4) granted deferred shares for which there has been a record date since June 11, 2013. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.
- 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 11, 2013. The previously granted deferred shares vest on the
- (5) 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.

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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