

TJX COMPANIES INC /DE/

Form 4

June 12, 2014

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

OMB APPROVAL

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 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 \*  
 LANE AMY B

(Last) (First) (Middle)

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<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. 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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 06/10/2014                              |                                                             | A                                    | 1,419<br>(A)<br>or<br>(D)<br>(1)                                           | \$ 0<br>(1)                                                                                                        | 14,795                                                               | 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)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V                                  | (A) (D)                                                                                             | Date<br>Exercisable Expiration<br>Date Date                    | Title Amount<br>Number of<br>Shares                                 |
| Deferred<br>Stock<br>Units                          | \$ 0                                                                  | 06/10/2014                              |                                                             | A                                       | 1,248.66                                                                                            | (2) (2)                                                        | Common<br>Stock 1,248.6                                             |
| Deferred<br>Stock<br>Units                          | \$ 0                                                                  | 06/10/2014                              |                                                             | A                                       | 1,248.66                                                                                            | (3) (3)                                                        | Common<br>Stock 1,248.6                                             |
| Deferred<br>Stock<br>Units                          | \$ 0                                                                  | 06/10/2014                              |                                                             | A                                       | 271.15                                                                                              | (4) (4)                                                        | Common<br>Stock 271.15                                              |
| Deferred<br>Stock<br>Units                          | \$ 0                                                                  | 06/10/2014                              |                                                             | A                                       | 84.4                                                                                                | (5) (5)                                                        | Common<br>Stock 84.4                                                |
| Deferred<br>Stock<br>Units                          | \$ 0                                                                  | 06/10/2014                              |                                                             | D                                       | 1,419                                                                                               | (1) (1)                                                        | Common<br>Stock 1,419                                               |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|----------------------------------------------------------|----------------------------------|
|                                                          | Director 10% Owner Officer Other |
| LANE AMY B<br>770 COCHITUATE RD.<br>FRAMINGHAM, MA 01701 | X                                |

## Signatures

Mary B. Reynolds, by Power of Attorney dated October 14,  
2005 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.

(3)

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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 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.

- (4) 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. Deferred shares will be delivered to each Director upon Director's retirement, under and subject to the terms of the Plan.

- (5) 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 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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