Abdalla Zein Form 4 February 01, 2012

### 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* Abdalla Zein

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TJX COMPANIES INC /DE/ [TJX]

(Check all applicable)

**OMB** 

Number:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/31/2012

\_X\_\_ Director 10% Owner Officer (give title Other (specify

THE TJX COMPANIES, INC., 770 COCHITUATE ROAD

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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

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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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst	
				Code V	V (A)	(D) Date Exercisa	Expiration ble Date	Title	Amount or Number of Shares	
Deferred Stock Units (1)	\$ 0	01/31/2012		A	336.74	<u>(1)</u>	(1)	Common Stock	336.74	\$
Deferred Stock Units (2)	\$ 0	01/31/2012		A	336.74	(2)	(2)	Common Stock	336.74	S

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Abdalla Zein THE TJX COMPANIES, INC. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701	X					

#### **Signatures**

Mary B. Reynolds, by Power of Attorney dated January 31, 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).
- Constitutes an award of deferred shares, under the Stock Incentive Plan, having an annualized value equal to \$62,500 prorated for the number of days between the Director's election to the Board and the next annual meeting date for shareholders. Shares will be delivered to each Director upon Director's retirement.
  - Constitutes an award of deferred shares, under the Stock Incentive Plan, having an annualized value equal to \$62,500 prorated for the number of days between the Director's election to the Board and the next annual meeting date for shareholders. Shares vest on the date
- (2) 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 upon Director's retirement or, if a Director makes an irrevocable advance election, when such Director's deferred shares vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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