

NAYLOR JEFFREY G  
Form 4  
September 18, 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 \*  
NAYLOR JEFFREY G

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)

THE TJX COMPANIES, INC., 770  
COCHITUATE ROAD

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

09/17/2012

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

SEVP, CAO

(Street)

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

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 (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)
			Code	V	Amount or Price		
Common Stock <sup>(1)</sup>	09/17/2012		M		31,766 A \$ 18.87	141,766	D
Common Stock <sup>(1)</sup>	09/17/2012		M		29,146 A \$ 20.565	170,912	D
Common Stock <sup>(1)</sup>	09/17/2012		M		22,574 A \$ 26.555	193,486	D
Common Stock <sup>(1)</sup>	09/17/2012		S		31,766 D \$ 45.7	161,720	D
Common Stock <sup>(1)</sup>	09/17/2012		S		29,146 D \$ 45.7	132,574	D

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Common Stock (1) 09/17/2012 S 22,574 D \$ 45.7 110,000 D

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 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Option <u>(1)</u> <u>(2)</u>	\$ 18.87	09/17/2012		M	31,766	09/17/2010	09/17/2019	Common Stock	31,766
Option <u>(1)</u> <u>(2)</u>	\$ 20.565	09/17/2012		M	29,146	09/09/2011	09/09/2020	Common Stock	29,146
Option <u>(1)</u> <u>(2)</u>	\$ 26.555	09/17/2012		M	22,574	09/07/2012	09/07/2021	Common Stock	22,574

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAYLOR JEFFREY G THE TJX COMPANIES, INC. 770 COCHITUATE ROAD FRAMINGHAM, MA 01701			SEVP, CAO	

## Signatures

Mary B. Reynolds, by Power of Attorney dated February 5, 2004 09/18/2012

     \*\*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) Options exercised and sales made pursuant to a trading plan under Rule 10b5-1 adopted August 15, 2012.
- (2) Right to buy. Includes right to have shares withheld to satisfy tax withholding obligations upon exercise.

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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