

WILEY FLETCHER H
Form 4
June 03, 2010

FORM 4

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

OMB APPROVAL

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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 *
WILEY FLETCHER H

(Last) (First) (Middle)

703 BOYLSTON ST., .

(Street)

BOSTON, MA 02445

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

TJX COMPANIES INC /DE/ [TJX]

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

06/02/2010

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 Ownership Indirect Beneficial 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------|------------|-----------------|----------|------------------|-----------------|--------------|----------------------------|
| | | | (A) | (D) | | | | |
| Deferred Stock Units | \$ 0 | 06/02/2010 | A | 1,164.27 | (1) | (1) | Common Stock | 1,164.27 |
| Deferred Stock Units | \$ 0 | 06/02/2010 | A | 1,354.95 | (2) | (2) | Common Stock | 1,354.95 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILEY FLETCHER H 703 BOYLSTON ST. . BOSTON, MA 02445 | X | | | |

Signatures

Mary B. Reynolds, by Power of Attorney dated September 6, 2006 06/03/2010

__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 a value of \$50,000 plus an amount equal to the aggregate dividends for which there has been a record date since June 2, 2009. Shares vest on the date immediately preceding the date of the
- (1) 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.
 - (2) Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value of \$50,000 plus an amount equal to the aggregate dividends for which there has been a record date since June 2, 2009. Shares will be delivered to each Director upon Director's retirement.

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.