

TJX COMPANIES INC /DE/  
Form 4/A  
September 11, 2006

**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

(Last) (First) (Middle)

THE TJX COMPANIES, INC., 770  
COCHITUATE ROAD

(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)

09/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/08/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior EVP and CFO

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 (Instr. 4)
				(A) or (D) Price			
Common Stock	09/06/2006		J <sup>(1)</sup>	15,938 A	79,019	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 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)	Amount or Number of Shares
Option <u>(2)</u>	\$ 27	09/06/2006		J <sup>(3)</sup>	63,750	09/06/2007 <sup>(4)</sup> 09/06/2016	Common Stock	63,750

## 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			Senior EVP and CFO	

## Signatures

Mary B. Reynolds, by Power of Attorney dated February 5, 2004 09/11/2006

\*\*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) Award pursuant to the Company's Stock Incentive Plan which includes the right to have shares withheld to satisfy tax withholding obligations upon vesting.
- (2) Right to buy. Includes right to have shares withheld to satisfy tax withholding obligations upon exercise.
- (3) Award pursuant to the Company's Stock Incentive Plan which includes the right to have shares withheld to satisfy tax withholding obligations upon exercise.
- (4) Granted pursuant to the Stock Incentive Plan and exercisable in annual installments of 33.3% per year beginning on September 6, 2007.

### Remarks:

Form amended to correct stock grant dated September 6, 2006 from 18,750 shares to 15,938 shares  
 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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