

TJX COMPANIES INC /DE/

Form 4

June 16, 2011

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRANDON DAVID

(Last) (First) (Middle)

**THE UNIVERSITY OF
MICHIGAN, 1000 SOUTH STATE
STREET**

(Street)

ANN ARBOR, MI 48109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TJX COMPANIES INC /DE/ [TJX]

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

06/14/2011

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/14/2011		A	13,470	\$ 0	D	
Common Stock	06/14/2011		A	8,520	\$ 0	D	

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

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information contained in this form are not
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(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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Deferred Stock Units	\$ 0	06/14/2011		A	171.62	(2) (2)	Common Stock 171
Deferred Stock Units	\$ 0	06/14/2011		D	13,469.77	(1) (1)	Common Stock 13,4
Deferred Stock Units	\$ 0	06/14/2011		A	108.55	(3) (3)	Common Stock 108
Deferred Stock Units	\$ 0	06/14/2011		D	8,519.55	(1) (1)	Common Stock 8,51

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRANDON DAVID THE UNIVERSITY OF MICHIGAN 1000 SOUTH STATE STREET ANN ARBOR, MI 48109	X

Signatures

Mary B. Reynolds, by Power of Attorney dated September 6, 2006 06/16/2011

__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. Shares will be delivered to each Director upon Director's
(1) retirement. Pursuant to the terms of the Plan, fractional shares are rounded up upon distribution. Mr. Brandon retired as a Director on June 14, 2011.

Constitutes an award of deferred shares, under the Stock Incentive Plan, having a value equal to the aggregate dividends on previously
(2) granted deferred shares for which there has been a record date since June 2, 2010. Deferred shares will be delivered to each Director upon Director's retirement.

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- 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 2, 2010. Shares vest on the date immediately preceding the date
- (3) 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, on the date of the annual meeting next succeeding the date of grant of such 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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