

LANE AMY B
Form 4/A
September 05, 2017

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 *

LANE AMY B

(Last) (First) (Middle)

770 COCHITUATE RD.

(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)

06/06/2017

4. If Amendment, Date Original Filed

(Month/Day/Year)

06/08/2017

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/06/2017 | | M ⁽¹⁾ | 532 A | \$ 0 (1) 16,998 | D | |
| Common Stock | | | | | 220 | I | By Family Member ⁽²⁾ |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units | \$ 0 | 06/06/2017 | | A | 1,081.52 | (3) | (3) | Common Stock | 1,081.52 |
| Deferred Stock Units | \$ 0 | 06/06/2017 | | A | 432.07 | (4) | (4) | Common Stock | 432.07 |
| Deferred Stock Units | \$ 0 | 06/06/2017 | | A | 1,081.52 | (5) | (5) | Common Stock | 1,081.52 |
| Deferred Stock Units | \$ 0 | 06/06/2017 | | A | 112.52 | (6) | (6) | Common Stock | 112.52 |
| Deferred Stock Units | \$ 0 | 06/06/2017 | | M | 532 | (1) | (1) | Common Stock | 532 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LANE AMY B 770 COCHITUATE RD. FRAMINGHAM, MA 01701 | | X | | |

Signatures

Mary B. Reynolds, by Power of Attorney dated October 14, 2005 09/05/2017

__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) Receipt of deferred shares granted on June 7, 2016 in accordance with the terms of the Stock Incentive Plan. Includes an amount equal to the aggregate dividends for which there has been a record date since June 7, 2016.
- (2) Amended to reflect beneficial ownership of shares held by spouse.
- (3) Constitutes an annual award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares will be delivered upon the Director's departure from the Board, under and subject to the terms of the Plan.

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(4) Constitutes an award of deferred shares under the Stock Incentive Plan having a value equal to the aggregate dividends on any previously granted annual award of deferred shares under the Plan for which there has been a record date since June 7, 2016. Deferred shares will be delivered upon the Director's departure from the Board at the same time the shares subject to the annual award are delivered, under and subject to the terms of the Plan.

(5) Constitutes an additional award of deferred shares under the Stock Incentive Plan having a value of \$80,000. Shares vest on the date immediately preceding the date of the Company's annual meeting of stockholders next succeeding the award grant date, provided that the recipient is still a Director on that date or, to the extent provided by the terms of the award document, in connection with an earlier Change of Control. Vested shares will be delivered following vesting or upon the Director's departure from the Board, in accordance with the Director's advance irrevocable election, if any, under and subject to the terms of the Plan.

(6) Constitutes an award of deferred shares under the Stock Incentive Plan having a value equal to the aggregate dividends on any previously granted additional award of deferred shares under the Plan, which have not yet been delivered to the Director, for which there has been a record date since June 7, 2016. Deferred shares will be delivered at the same time the shares subject to the applicable additional award are delivered, under and subject to the terms of the Plan.

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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