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TJX COMPANIES INC /DE/
Form S-8
April 25, 2002

As filed with the Securities and Exchange Commission on April 25, 2002

File No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

THE TJX COMPANIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

04-2207613
(I.R.S. Employer
Identification No.)

770 Cochituate Road
Framingham, Massachusetts 01701
(Address of principal executive offices, including zip code)

STOCK INCENTIVE PLAN
1993 STOCK INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS
(Full title of the plans)

DONALD G. CAMPBELL
Executive Vice President-Finance
The TJX Companies, Inc.
770 Cochituate Road
Framingham, Massachusetts 01701
(508) 390-1000
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

COPIES TO:

Jay H. Meltzer, Esq.
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701
(508) 390-1000

Mary E. Weber, Esq.
Ropes & Gray
One International Place
Boston, MA 02110
(617) 951-7000

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be Registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)

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Common Stock, par value \$1.00	12,500,000 shares	\$42.48	\$531,054,687.50
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- (1) Plus such additional number of shares as may be issued under the Plans as a result of stock splits, stock dividends, or similar transactions.
- (2) Calculated pursuant to Rule 457(h) on the basis of the average of the high and low prices of the Common Stock reported on the New York Stock Exchange Composite Transactions Tape on April 22, 2002.
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EXPLANATORY NOTE

This Registration Statement registers 12,500,000 additional shares of Common Stock, \$1.00 par value, to be offered pursuant to the Stock Incentive Plan of The TJX Companies, Inc. Registration Statement (No. 33-12220), Registration Statement (No. 33-49747), and Registration Statement (No. 333-35073) are currently effective and the contents of these Registration Statements are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Framingham, The Commonwealth of Massachusetts, on this 22nd day of April, 2002.

The TJX Companies, Inc.

By: /s/ Donald G. Campbell

Name: Donald G. Campbell
Title: Executive Vice President-
Finance

POWER OF ATTORNEY

Pursuant to the requirement of the Securities Act of 1933, this

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Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby authorizes and constitutes Edmond J. English, Donald G. Campbell and Jay H. Meltzer, with full power of substitution, to execute in the name of and on behalf of such person any amendment (including any post-effective amendment) to this Registration Statement, and any subsequent registration statement for the same offering that may be filed under Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement and any subsequent registration statement under Rule 462(b) as the person(s) so acting deems appropriate.

/s/ Edmond J. English

Dated: April 22, 2002

Edmond J. English, President
and Principal Executive Officer
and Director

/s/ Donald G. Campbell

Dated: April 22, 2002

Donald G. Campbell, Executive
Vice President - Finance,
Principal Financial and
Accounting Officer

/s/ David A. Brandon

Dated: April 22, 2002

David A. Brandon, Director

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/s/ Bernard Cammarata

Dated: April 23, 2002

Bernard Cammarata, Director

/s/ Gary L. Crittenden

Dated: April 22, 2002

Gary L. Crittenden, Director

/s/ Gail Deegan

Dated: April 22, 2002

Gail Deegan, Director

/s/ Dennis F. Hightower

Dated: April 19, 2002

Dennis F. Hightower, Director

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/s/ Richard Lesser

Dated: April 24, 2002

Richard Lesser, Director

Dated: April , 2002

John F. O'Brien, Director

/s/ Robert F. Shapiro

Dated: April 22, 2002

Robert F. Shapiro, Director

/s/ Willow B. Shire

Dated: April 22, 2002

Willow B. Shire, Director

/s/ Fletcher H. Wiley

Dated: April 19, 2002

Fletcher H. Wiley, Director

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EXHIBIT INDEX

NUMBER	TITLE OF EXHIBIT
4	The TJX Companies, Inc. Stock Incentive Plan, as amended through June 5, 2001, is incorporated herein by reference to Exhibit 10.1 to the Form 10-Q filed for the quarter ended July 28, 2001.*
5	Opinion of Ropes & Gray
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ropes & Gray (contained in the opinion filed as Exhibit 5 hereto)
24	Power of Attorney (included in Part II of the Registration Statement under the caption "Signatures").

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