

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934 [NO FEE REQUIRED, EFFECTIVE OCTOBER 7, 1996]
For the fiscal year ended February 1, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

REGISTRANT: THE CATO CORPORATION
COMMISSION FILE NUMBER 0-3747

State of Incorporation: Delaware

I.R.S. Employer Identification
Number: 56-0484485

Address of Principal Executive Offices:
8100 Denmark Road
Charlotte, North Carolina 28273-5975

Registrant's Telephone Number:
704/554-8510

SECURITIES REGISTERED PURSUANT TO
SECTION 12(b) OF THE ACT:

NONE

SECURITIES REGISTERED PURSUANT
TO SECTION 12(g) OF THE ACT:

CLASS A COMMON STOCK

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of The Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark, if disclosure of delinquent filers pursuant to Item 405 of the Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

As of March 28, 1997, there were 23,195,153 shares of Class A Common Stock and 5,264,317 shares of Convertible Class B Common Stock outstanding. The aggregate market value of the Registrant's Class A Common Stock held by Non-affiliates of the Registrant as of March 28, 1997 was approximately \$107,440,806 based on the last reported sale price per share on the NASDAQ National Market System on that date.

Documents incorporated by reference:

Portions of the proxy statement dated April 25, 1997, relating to the 1997 annual meeting of shareholders are incorporated by reference into the following part of this annual report:

Part III - Items 10, 11, 12 and 13

Wayland H. Cato, Jr. is Chairman of the Board of Directors and has been a director of the Company since 1946. Since 1960, he has served as the Company's Chief Executive Officer.

Edgar T. Cato is the Vice Chairman of the Board of Directors and has been a director of the Company since 1946. Mr. Edgar T. Cato is the brother of Mr. Wayland H. Cato, Jr.

John P. Derham Cato has been employed as an officer of the Company since 1981 and has served as a director since 1986. He currently serves as Vice Chairman and Chief Operating Officer. Mr. John Cato is a son of Mr. Wayland H. Cato, Jr.

Linda McFarland Jenkins joined the Company in June 1990. She currently serves as President and Chief Merchandising Officer of the Cato Division and has been a director since 1991. Prior to joining the Company, she was Senior Vice President - General Merchandise Manager of J.B. Ivey & Company, a Charlotte, North Carolina based regional department store chain, where she was employed for 11 years.

Alan E. Wiley joined the Company in July 1992. He currently serves as Senior Executive Vice President, Secretary, Chief Financial and Administrative Officer and has been a director since 1994. From 1981 through 1990 he held senior administrative and financial positions with British American Tobacco, U.S. in various companies of their specialty retail division. From 1990 until joining the Company, he was President and majority stockholder of Gibbs-Louis, Inc., an Orlando, Florida based women's specialty store chain. In May 1992, Gibbs-Louis, Inc. filed a petition pursuant to the U.S. Bankruptcy Code and was liquidated in June 1992.

Howard A. Severson has been an officer of the Company since 1985. He currently serves as Executive Vice President, Assistant Secretary, Chief Real Estate and Store Development Officer and has been a director since March 1995. Prior to joining the Company, Mr. Severson served for five years as the Director of Real Estate for Minnesota Fabric Company, a Charlotte based retail fabric store chain.

Clarice Cato Goodyear has been employed by the Company since 1975 and has served as a director and officer of the Company since 1979. She currently serves as Executive Vice President and Assistant Secretary. Ms. Goodyear is a daughter of Mr. Wayland H. Cato, Jr.

C. David Birdwell joined the Company as Executive Vice President, President and General Manager of the It's Fashion! Division in October 1996. From 1994-1996, he was employed as President/General Merchandise Manager of Allied Stores, a family apparel chain headquartered in Savannah, Georgia. In 1993, he was Executive Vice President/General Merchandise Manager of Ambers, Inc., based in Dallas, Texas. From 1989-1992, he was employed as a Chartered Financial Consultant with Jefferson Pilot, based in Greensboro, North Carolina. From 1985-1989, he was President/CEO of Maxway Stores, a discount chain headquartered in Sanford, N.C.

David P. Kempert joined the Company in August 1989. He currently serves as Executive Vice President, Chief Store Operations Officer of the Cato Division. From 1982 until 1989, he was employed by The Gap Stores, an apparel specialty chain, where his most recent position was Zone Vice President of the Northeast Region.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Cato has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

The Cato Corporation

By /s/ Wayland H. Cato, Jr.

Wayland H. Cato, Jr.
Chairman of the Board of
Directors and
Chief Executive Officer

By /s/ Robert M. Sandler

Robert M. Sandler
Senior Vice President -
Controller

By /s/ Alan E. Wiley

Alan E. Wiley
Senior Executive Vice President - Secretary,
Chief Financial and Administrative
Officer

Date: May 1, 1997

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated:

/s/ Wayland H. Cato, Jr.

Wayland H. Cato, Jr.
(Director)

/s/ Edgar T. Cato

Edgar T. Cato
(Director)

/s/ John P. Derham Cato

John P. Derham Cato
(Director)

/s/ Linda McFarland Jenkins

Linda McFarland Jenkins
(Director)

/s/ Alan E. Wiley

Alan E. Wiley
(Director)

/s/ Howard A. Severson

Howard A. Severson
(Director)

/s/ Clarice Cato Goodyear

Clarice Cato Goodyear
(Director)

/s/ Thomas E. Cato

Thomas E. Cato
(Director)

/s/ Robert W. Bradshaw, Jr.

Robert W. Bradshaw, Jr.
(Director)

/s/ George S. Currin

George S. Currin
(Director)

/s/ Paul Fulton

Paul Fulton
(Director)

/s/ Grant L. Hamrick

Grant L. Hamrick
(Director)

/s/ James H. Shaw

James H. Shaw
(Director)

/s/ A.F. (Pete) Sloan

A.F. (Pete) Sloan
(Director)