

FORM 5

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

1. Name and Address of Reporting Person* <u>HOWE JOHN R</u> (Last) (First) (Middle) <u>P.O. BOX 34216</u> (Street) <u>CHARLOTTE NC 282344216</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CATO CORP [CTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP - CFO</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/31/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	03/31/2003		P4	7.25	A	\$18.73	16,624.37	D	
Class A Common Stock	06/23/2003		P4	6.92	A	\$20.93	16,631.29	D	
Class A Common Stock	06/25/2003		J4	300 ⁽¹⁾	D	\$0	16,331.29	D	
Class A Common Stock	09/29/2003		P4	7.25	A	\$20.24	16,338.54	D	
Class A Common Stock	01/05/2004		P4	7.27	A	\$20.39	16,345.81	D	
Class A Common Stock	03/29/2004		P4	7.5	A	\$20	16,353.31	D	
Class A Common Stock	06/28/2004		P4	7.28	A	\$22.69	16,360.59	D	
Class A Common Stock	09/27/2004		P4	7.7	A	\$21.24	16,368.29	D	
Class A Common Stock	01/03/2005		P4	5.77	A	\$28.98	16,374.06	D	
Class A Common Stock	03/28/2005		P4	5.23	A	\$31.74	16,379.29	D	
Class A Common Stock	06/27/2005		P4	7.2	A	\$30.45	16,386.49	D	
Class A Common Stock	09/26/2005		P4	6.56	A	\$19.53	16,393.05	D	
Class A Common Stock	01/03/2006		P4	5.87	A	\$20.95	16,398.92	D	
Class A Common Stock	03/27/2006		P4	5.77	A	\$21.99	16,404.69	D	
Class A Common Stock	06/26/2006		P4	5.92	A	\$25.3	16,410.61	D	
Class A Common Stock	09/25/2006		P4	6.57	A	\$22.83	16,417.18	D	
Class A Common Stock	01/03/2007		P4	6.49	A	\$23.42	16,423.67	D	
Class A Common Stock	03/26/2007		P4	6.31	A	\$23.93	16,429.98	D	
Class A Common Stock	06/25/2007		P4	7.77	A	\$21.5	16,437.75	D	
Class A Common Stock	09/24/2007		P4	7.73	A	\$21.77	16,445.48	D	
Class A Common Stock	01/07/2008		P4	11.59	A	\$14.64	16,457.07	D	
Class A Common Stock	01/07/2008		P4	20.28	A	\$14.64	16,477.35	D	
Class A Common Stock	03/24/2008		P4	10.21	A	\$16.8	16,487.56	D	
Class A Common Stock	03/24/2008		P4	17.87	A	\$16.8	16,505.43	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Correction of split adjustment for shares no longer owned by associate.

/s/ Brian S. McAlpine,
Attorney-in-Fact

04/24/2009

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY
For Executing Forms 3, 4 and 5

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of John R. Howe and Brian S. McAlpine, signing singularly, as the true and lawful attorney-in-fact of the undersigned to:

(1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities and Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of April, 2009.

/s/ John R. Howe