FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washir

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ngton, D.C. 20549	OMB APPROVAL

OMB Number:	3235-0287
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## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

ON STU	Reporting Person*  ART L						ınd Tick	er or Trac	lina S	Symbol			15	Relationshi	n of Reportin	g Person(s) to	Issuer
`					11U	COF	<u>RP</u> [ c	CATO ]	3 -	,,				heck all app	olicable)	10%	Owner
34216	rst) (I	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/01/2011									X Office below	er (give title w)	Other (specify below)  Tax and Credit	
			6	4. If	. If Amendment, Date of Original Filed (Month/Day/Year)							ne) X Form Form	idual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person				
	Tabl	e I - Non	-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, or	Bene	ficia	lly Own	ed		
Date					Execution Date ay/Year) if any		n Date,	Transaction Disposed Of (D) (Instr. 3, 4) Code (Instr. 5)				d Securi Benefi Owned	ties cially I Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	(A (I	A) or O)	Price	Transa	action(s)		(msu. 4)	
Class A Common Stock 05/01				/2011		A		1,127 <sup>(1)</sup> A		\$0	21,357		D				
	Та													/ Owned			
2. Conversion or Exercise Price of Derivative Security	Conversion Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Derivative		Transa Code ( 8)	saction (Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Expiration Date (Month/Day/Year) Sc Uti Do Sc ard			Amoun or Numbe of		unt		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	ecurity (Instruction Storms St	(State) (State	(State) (Zip)  Table I - Nor ecurity (Instr. 3)  Table II - D  Table II - D  (Month/Day/Year)  3A. Deeme Execution if any (Month/Da	Table I - Non-Derive curity (Instr. 3)  Table II - Derivative (e.g., pt. 2)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)	Table I - Non-Derivative  Conversion or Exercise Price of Perivative  2. Transaction Date (Month/Day/Year)  Table II - Derivative S (e.g., puts, conversion of Execution Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. If  6.	Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security  Table II - Derivative Security  3. Transaction Date (Month/Day/Year)  Table II - Derivative Security  3. Transaction Date (Month/Day/Year)  Table II - Derivative Security  3. Transaction Date (if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)	Table I - Non-Derivative Securities  ecurity (Instr. 3)  Table II - Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table III - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. Securities (e.g., puts, calls, warr (Month/Day/Year)  5. 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## **Explanation of Responses:**

1. Compensation Committee awarded restricted shares on March 24, 2011. The grant was effective 5/1/2011, but the shares remain subject to a time-based vesting schedule.

/s/ Stuart L. Uselton, Attorney-04/29/2011 In-Fact

\*\* 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 Stuart L Uselton, 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 5th day of May, 2009.

/s/ Stuart L. Uselton