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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Form 8-K**

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**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 11, 2007

**THE CATO CORPORATION**

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(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

1-31340

(Commission  
File Number)

56-0484485

(I.R.S. Employer  
Identification Number)

8100 Denmark Road, Charlotte, North Carolina

(Address of Principal Executive Offices)

28273-5975

(Zip Code)

(704) 554-8510

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On June 12, 2007, the Company issued a press release announcing that Mr. John R. Howe, the Company's Vice President, Assistant Controller, has been promoted to Senior Vice President, Controller and to serve as the Company's principal accounting officer. Mr. Howe's promotion was effective as of June 11, 2007.

Mr. Robert M. Sandler, the former Senior Vice President, Controller and principal accounting officer, will retire effective June 29, 2007 after 19 years of service with the Company. Mr. Sandler has relinquished his former positions and duties effective June 11, 2007 to assist with Mr. Howe's transition to his new duties. A copy of the press release is attached hereto as Exhibit 99.1, and the contents thereof are incorporated herein by reference.

Mr. Howe, age 44, has been employed by the Cato Corporation as Vice President, Assistant Controller since August 1999 and has served in various other capacities since joining the Company in 1986.

Mr. Howe does not have an employment agreement with the Company.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press release issued on June 12, 2007.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE CATO CORPORATION

June 12, 2007  
\_\_\_\_\_  
Date

/s/ John P. D. Cato  
\_\_\_\_\_  
John P. D. Cato  
Chairman, President and  
Chief Executive Officer

June 12, 2007  
\_\_\_\_\_  
Date

/s/ Thomas W. Stoltz  
\_\_\_\_\_  
Thomas W. Stoltz  
Executive Vice President  
Chief Financial Officer

Exhibit Index

Exhibit

99.1 Press release issued on June 12, 2007.



The CATO Corporation

**NEWS RELEASE**

**FOR IMMEDIATE RELEASE**

CEO Approval \_\_\_\_\_

For Further Information Contact:

Thomas W. Stoltz  
Executive Vice President  
Chief Financial Officer  
704-551-7201

**CATO ANNOUNCES PROMOTION OF NEW CONTROLLER**

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Charlotte, NC (June 12, 2007) — The Cato Corporation (NYSE: CTR) announced today the promotion of John Howe to Senior Vice President, Controller. Mr. Howe will report to Tom Stoltz, Executive Vice President and Chief Financial Officer and be responsible for corporate finance, financial reporting and SEC compliance and will be the Company's principal accounting officer. Mr. Howe joined Cato in July 1986. He is a Certified Public Accountant and has held several positions within the Company in Financial Planning, Tax and Finance. In August 1999, Mr. Howe was promoted to Vice President, Assistant Controller.

"I am pleased to announce John Howe's promotion to lead our financial reporting responsibilities," commented John Cato, the Company's Chairman, President, and Chief Executive Officer. "John has been an integral part of our financial management team and we look forward to his continued contribution toward Cato's success."

Mr. Howe's promotion follows the announcement of the planned retirement of Robert M. Sandler as Senior Vice President, Controller and the Company's principal accounting officer. Mr. Sandler's retirement will be effective June 29, 2007 after 19 years of service with the Company. John Cato added, "Robert's contributions to Cato have been many. He will be missed but has built a sound financial team."

8100 Denmark Road  
P.O. Box 34216  
Charlotte, NC 28234  
(704) 554-8510

The Cato Corporation is a leading specialty retailer of value-priced women's fashion apparel operating two divisions, "Cato" and "It's Fashion!". The Company offers exclusive merchandise with fashion and quality comparable to mall specialty stores at low prices, every day. As of June 2, 2007, the Company operated 1,290 stores in 31 states.