

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
450 Fifth Street NW
Washington, D.C. 29549**

Form 8-K

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

Date of Report (Date of earliest event reported): October 30, 2006

THE CATO CORPORATION

(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 Principal Officers; Election of Directors; Appointment of Principal Officers

On October 30, 2006, the Company issued a press release announcing that Reynolds C. Faulkner, its Executive Vice President and Chief Financial Officer, has resigned as of October 30, 2006. A copy of the press release is attached hereto as Exhibit 99.1, and the contents thereof are incorporated herein by reference.

After careful consideration it was determined to be in the mutual interest of both parties for Mr. Faulkner to resign to pursue other interests. Mr. Faulkner's resignation was not related to any controversy or disagreement between Mr. Faulkner and the Company regarding financial reporting or regulatory matters, including issues covered by the Sarbanes Oxley Act of 2002.

The terms of any severance for Mr. Faulkner have not been finalized, but will be disclosed as required by applicable securities regulations when they are determined.

Robert Sandler, Senior Vice President and Controller, will temporarily serve as the Principal Financial Officer of the Company, effective October 30, 2006, until a successor to Mr. Faulkner is appointed. As the Principal Financial Officer, Mr. Sandler will report directly to John Cato, the Chairman, President and Chief Executive Officer of the Company.

Mr. Sandler, age 60, has been employed by the Cato Corporation as Senior Vice President and Controller since September 1988.

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

A copy of the Company's press release announcing this event is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release issued on October 30, 2006

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

November 1, 2006

Date

/s/ John P. D. Cato

John P. D. Cato
Chairman, President and
Chief Executive Officer

November 1, 2006

Date

/s/ Robert M. Sandler

Robert M. Sandler
Senior Vice President
Controller

Exhibit Index

Exhibit

99.1 Press release issued on October 30, 2006



The CATO Corporation

NEWS RELEASE

FOR IMMEDIATE RELEASE

CEO Approval _____

For Further Information Contact:

Stuart L. Uselton
Vice President
Treasurer
704-940-7832

**THE CATO CORPORATION ANNOUNCES RESIGNATION OF
CHIEF FINANCIAL OFFICER**

Charlotte, NC (October 30, 2006) — The Cato Corporation (NYSE:CTR) announced today that Reynolds C. Faulkner, Executive Vice President and Chief Financial Officer, has resigned to pursue other interests. The Company has initiated a search for his replacement.

In the interim, Robert Sandler, Senior Vice President and Controller will serve in the role of Principal Financial Officer. Mr. Sandler will report directly to John Cato, Chairman, President, and Chief Executive Officer.

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