

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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): April 17, 2009

**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

(IRS Employer  
Identification No.)

8100 Denmark Road, Charlotte, NC

(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:

- 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 April 21, 2009, the Company issued a press release announcing that B. Allen Weinstein, its Executive Vice President, Chief Merchandising Officer, has retired as of April 17, 2009. A copy of the press release is attached hereto as Exhibit 99.1, and the contents thereof are incorporated herein by reference.

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

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of The Cato Corporation dated April 21, 2009.

**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

April 23, 2009  
Date

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



The CATO Corporation

**NEWS RELEASE**

**FOR IMMEDIATE RELEASE**

For Further Information Contact:

John R. Howe  
Executive Vice President  
Chief Financial Officer  
704-551-7315

**THE CATO CORPORATION ANNOUNCES MANAGEMENT CHANGES**

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Charlotte, NC (April 21, 2009) – The Cato Corporation (NYSE: CTR) announced today that Allen Weinstein, Executive Vice President, Chief Merchandise Officer has retired effective April 17, 2009.

Effective April 20, 2009, Sally Almason was promoted to Executive Vice President, General Merchandise Manager for the Cato Division and will report directly to John Cato, Chairman, President and Chief Executive Officer. Ms. Almason had served as Senior Vice President, General Merchandise Manager for the Cato Division since 2004. She served as Vice President, Divisional Merchandise Manager for the Cato Division from 1995 to 2004.

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's Cato division offers exclusive merchandise with fashion and quality comparable to mall specialty stores at low prices, every day. The It's Fashion division offers fashion with a focus on the latest trendy styles and nationally recognized urban brands for the entire family at low prices every day. As of April 4, 2009, the Company operated 1,285 stores in 31 states. Additional information on The Cato Corporation is available at [www.catocorp.com](http://www.catocorp.com).

8100 Denmark Road  
P.O. Box 34216  
Charlotte, NC 28234  
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*Statements in this press release not historical in nature are considered “forward-looking” within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on current expectations that are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those contemplated by the forward-looking statements. Such factors include, but are not limited to, the following: general economic conditions; competitive factors and pricing pressures; the Company’s ability to predict fashion trends; consumer apparel buying patterns; adverse weather conditions, and inventory risks due to shifts in market demand, as well as such other factors and considerations contained in the Company’s Annual Report on Form 10-K and subsequently filed Quarterly Reports on Form 10-Q. The Company does not undertake to publicly update or revise the forward-looking statements even if experience or future changes make it clear that the projected results expressed or implied therein will not be realized. The Company is not responsible for any changes made to this press release by wire or internet services.*

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