

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): January 30, 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
(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 January 29, 2009, the Company issued a press release announcing the promotion of Mr. Jeff Shock to Senior Vice President-Controller and the Company's principal accounting officer. A copy of the press release is attached hereto as Exhibit 99.1, and the contents thereof are incorporated herein by reference.

Mr. Jeff Shock, the Company's Vice President, Internal Audit, has been promoted to Senior Vice President-Controller, effective February 1, 2009. As of that date, Mr. Shock will also serve as the Company's principal accounting officer, succeeding Mr. John Howe, the Company's Executive Vice President and Chief Financial Officer, in that role.

Mr. Shock, age 42, has been employed by the Cato Corporation as Vice President-Internal Audit since January 2004. Prior to that, Mr. Shock served as the Divisional Vice President, Merchandise Planning Analysis for OfficeMax, Inc. from September 2001 until January 2004.

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

In conjunction with the promotion, Mr. Shock will receive a grant of 1,500 shares of restricted stock effective February 1, 2009.

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 January 29, 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

January 30, 2009

Date

/s/ John P. D. Cato

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

January 30, 2009

Date

/s/ John R. Howe

John R. Howe
Executive Vice President
Chief Financial Officer

Exhibit Index

Exhibit

99.1 Press release issued on January 29, 2009



The CATO Corporation

NEWS RELEASE

FOR IMMEDIATE RELEASE

CEO Approval _____

For Further Information Contact:

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

CATO ANNOUNCES PROMOTION OF NEW CONTROLLER

Charlotte, NC (January 29, 2009) — The Cato Corporation (NYSE: CTR) announced today the promotion of Jeff Shock to Senior Vice President, Controller. Mr. Shock will report to John Howe, 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. Shock joined Cato in January 2005 as Vice President, Internal Audit. Prior to joining Cato, Mr. Shock was Divisional Vice President, Merchandise Planning and Analysis for OfficeMax, Inc., Director of Internal Audit at Payless ShoeSource, and Director of Corporate Audit at Revco D. S., Inc.

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

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

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P.O. Box 34216
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the latest trendy styles and nationally recognized urban brands for the entire family at low prices every day. As of January 8, 2009, the Company operated 1,281 stores in 31 states. Additional information on The Cato Corporation is available at www.catocorp.com.

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