FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL											
OMB Number:	3235-0287										
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0.5

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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

1. Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
MER R	JBERT C			1										Di	rector	10% (Owner	
						3 Date of Farliest Transaction (Month/Day/Year)											(specify	
(-ırst)	(Middle)											SI	· VP_HIIM A	N RESOURCE	TES		
X 34216					05/01/2000									51	SK.VI-HOMAN RESOURCES			
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable				
(Street) CHARLOTTE NC 282344216			6									-	•					
JIIL I		20234421	U											, , ,				
(City) (State) (Zip)															Person			
	Tab	le I - Non	-Deriv	ative	Se	curitie	s Ac	quired,	Dis	oosed o	f, or	Bene	eficia	lly Ow	ned			
Date (Month/Da					ar) i	2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Dispose Code (Instr. 5)					nd Sec Ber Ow	urities eficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount			Price	Trai	nsaction(s)		(Instr. 4)	
					/2008			A ⁽¹⁾		1,495	5	A	\$0		4,815	D		
	Ta													Owne	d			
ve Conversion Date Execution Dor Exercise (Month/Day/Year) if any				4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration			and 4) Amour			Derivativ Security	e derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	MER RO	(First) (State) Tab Security (Instr. 3) COMMON STOCK 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	MER ROBERT C (First) (Middle) X 34216 OTTE NC 28234421 (State) (Zip) Table I - Nor Security (Instr. 3) COMMON STOCK Table II - L ((Instr. 3)	MER ROBERT C (First) (Middle) X 34216 OTTE NC 282344216 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans Date (Month/I) COMMON STOCK 05/01 Table II - Derivati (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year) Derivative (Month/Day/Year)	MER ROBERT C (First) (Middle) X 34216 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) A COMMON STOCK Conversion or Exercise Price of Derivative (Month/Day/Year) Security (Middle) 4. If 2. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3. 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Transaction Date (First) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Spirative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) CATO CORP [CTR] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Execution Date, if any (Month/Day/Year) Code (Instr. 3) 6. Date Expiration Code (Instr. 8) 6. Date Expiration Code (Instr. 3, 4 and 5)	MER ROBERT C (First) (Middle) (Sate) (Zip) Table I - Non-Derivative Securities Acquired, Disponsor (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disponsor (Execution Date, if any (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (Sate) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 8) Code V Amount Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Conversion or Exercise Price of Derivative Security Security (Month/Day/Year) 2. Transaction Date (Honth/Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) A. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) 3. 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If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year) Part	CATO CORP CTR	CATO CORP CTR Check all a Did	CATO CORP [CTR] Check all applicable Director X Officer (give title below) SR.VP-HUMA	CATO CORP CTR Check all applicable Director 10% of Other below SR.VP-HUMAN RESOURGE	

Explanation of Responses:

1. Compensation Committee awarded restricted shares on April 1, 2008. The grant was effective 5/1/2008, but the shares remain subject to a time-based vesting schedule.

Remarks:

By: BRIAN S. MCALPINE, ATTORNEY-IN-FACT 05/05/2008

** 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.

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