

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>MCALPINE BRIAN</u>  (Last) (First) (Middle) <u>P.O. BOX 34216</u>  (Street) <u>CHARLOTTE NC 282344216</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CATO CORP [ CTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP - FINANCIAL PLANNING</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/31/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/15/2005</u>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	05/24/2004		M <sup>(1)</sup>	500	A	\$12.22	500	D	
CLASS A COMMON STOCK	05/24/2004		S	500	D	\$21.42	0	D	
CLASS A COMMON STOCK	05/25/2004		M <sup>(1)</sup>	500	A	\$12.22	500	D	
CLASS A COMMON STOCK	05/25/2004		S	500	D	\$21.875	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$12.22	05/24/2004		M <sup>(1)</sup>		500	08/24/2001 <sup>(1)</sup>	08/24/2010	CLASS A COMMON STOCK	500	\$0	1,100	D	
Stock Option (Right to Buy)	\$12.22	05/25/2004		M <sup>(1)</sup>		500	08/24/2001 <sup>(1)</sup>	08/24/2010	CLASS A COMMON STOCK	500	\$0	600	D	

**Explanation of Responses:**

1. This option will vest in 5 equal annual increments beginning 08/24/2001.

**Remarks:**

By: STUART L. USELTON,  
POWER OF ATTORNEY

03/15/2005

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.