

**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 * <b>CATO JOHN P D</b>			2. Issuer Name and Ticker or Trading Symbol <b>CATO CORP [ CTR ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>CHAIRMAN/PRESIDENT/CEO</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>01/31/2007</b>					
P.O. BOX 34216			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) <b>CHARLOTTE NC 282344216</b>								
(City) (State) (Zip)								

**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	06/19/2006		J4 <sup>(1)</sup>	4,500	D	\$0	205,741	D	
CLASS B COMMON STOCK	06/19/2006		J4 <sup>(1)</sup>	4,500	A	\$0	690,525	D	
CLASS A COMMON STOCK							9,000	I	By Spouse

**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					
Stock Option (Right to Buy)	\$5.5						08/28/1998 <sup>(2)</sup>	08/28/2007	CLASS B COMMON STOCK		450,000	D	
Stock Option (Right to Buy)	\$8.71						02/26/1999 <sup>(3)</sup>	02/29/2008	CLASS B COMMON STOCK		300,000	D	
Stock Option (Right to Buy)	\$8.48						05/20/2000 <sup>(4)</sup>	05/20/2009	CLASS B COMMON STOCK		150,000	D	
Stock Option (Right to Buy)	\$8.83						08/26/2000 <sup>(5)</sup>	08/26/2009	CLASS B COMMON STOCK		150,000	D	
Stock Option (Right to Buy)	\$5.5						08/28/1998 <sup>(2)</sup>	08/28/2007	CLASS B COMMON STOCK		3,000	I	By Spouse
Stock Option (Right to Buy)	\$8.19						11/01/2000 <sup>(6)</sup>	11/01/2009	CLASS A COMMON STOCK		2,250	I	By Spouse

**Explanation of Responses:**

- 2,250 Class A Shares from John P.D. Cato were transferred to N Alexandre Cato Irrevocable Tr dtd 11/24/98 as 2,250 Class A Shares in a private transaction. 2,250 Class A Shares from John P.D. Cato were transferred to Wayland H Cato V Irrevocable Tr dtd 11/24/98 as 2,250 Class A Shares in a private transaction. 2,250 Class B Shares from N Alexandre Cato Irrevocable Tr dtd 11/24/98 were transferred to John P.D. Cato as 2,250 Class B Shares in a private transaction. 2,250 Class B Shares from Wayland H Cato V Irrevocable Tr dtd 11/24/98 were transferred to John P.D. Cato as 2,250 Class B Shares in a private transaction.
- This option will vest in 5 equal annual increments beginning 8/28/98.
- This option will vest in 5 equal annual increments beginning 2/26/99.
- This option will vest in 5 equal annual increments beginning 5/20/2000.
- This option will vest in 5 equal annual increments beginning 8/26/2000.
- This option will vest in 5 equal annual increments beginning 11/01/2000.

**Remarks:**

By: STUART L. USELTON, 02/13/2007  
POWER OF ATTORNEY

\*\* 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.**