
**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 2, 2008

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 2, 2008, Thomas W. Stoltz resigned as Executive Vice President, Chief Financial Officer of The Cato Corporation (the "Company"), effective April 18, 2008. The Company will initiate a search, including a review of internal candidates, for a Chief Financial Officer to replace Mr. Stoltz following his departure.

John Howe, Senior Vice President and Controller, will temporarily serve as the Principal Financial Officer of the Company, effective April 18, 2008, until a successor to Mr. Stoltz is appointed. As the Principal Financial Officer, Mr. Howe will report directly to John Cato, the Chairman, President and Chief Executive Officer of the Company.

Mr. Howe, age 45, has been employed by the Company as Senior Vice President and Controller since June 2007. Mr. Howe joined Cato in July 1986 and held several staff positions within the Company in Financial Planning, Tax and Finance. In August 1999, Mr. Howe was promoted to Vice President, Assistant Controller and served in that role until he assumed the position of Controller. Mr. Howe does not have an employment agreement with the Company.

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.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of The Cato Corporation dated April 4, 2008.

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 4, 2008

Date

/s/ John P. Derham Cato

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



NEWS RELEASE

FOR IMMEDIATE RELEASE

CEO Approval _____

For Further Information Contact Either:

Tom Stoltz
Executive Vice President
Chief Financial Officer
704-551-7201

Stuart Uselton
Executive Vice President
Chief Administrative Officer
704-940-7832

**THE CATO CORPORATION ANNOUNCES RESIGNATION
OF CHIEF FINANCIAL OFFICER**

Charlotte, NC (April 4, 2008) — The Cato Corporation (NYSE: CTR) announced today that Tom Stoltz has resigned as Executive Vice President, Chief Financial Officer of the Company, effective April 18th. Prior to assuming a position with another company, Mr. Stoltz will assist in the transition of his duties. The Company will initiate a search for his replacement including a review of internal candidates.

In the interim, John Howe, Senior Vice President and Controller will serve in the role of Principal Financial Officer. Mr. Howe will report directly to John Cato, Chairman, President and Chief Executive Officer.

John Cato commented, "Tom has made valuable contributions to the Company's success. We wish him well in his new position." Mr. Stoltz will be joining a privately-held sports apparel online retailer as their CFO.

"This new opportunity allows me to draw upon my past experiences to assist my new company to continue their rapid growth and to further develop their reporting and planning systems and controls," said Mr. Stoltz. "I will miss the entire team at Cato and greatly appreciate the confidence they have entrusted in me. I believe with the Company's strong balance sheet, Cato is well-positioned to continue to realize profitable growth over the long-term."

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 offers exclusive merchandise with fashion and quality comparable to mall specialty stores at low prices, every day. As of March 1, 2008, the Company operated 1,321 stores in 32 states. Additional information on The Cato Corporation is available at www.catocorp.com.

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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