

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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* <u>CATO JOHN P D</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHAIRMAN/PRESIDENT/CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	03/29/2007		A <sup>(1)</sup>		59,265	A	\$0	265,006	D	
CLASS A COMMON STOCK								9,000	I	By Spouse
CLASS B COMMON STOCK								690,525	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)
				Code	V	(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	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	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	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	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	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	2,250	I	By Spouse

**Explanation of Responses:**

- Grant of restricted shares that were subject to a performance measurement. The grant was effective 5/1/2006 but carried a risk of forfeiture unless the performance measurement was met. The Compensation Committee of the Board of Directors certified the performance measurement was met on March 29, 2007. The shares remain subject to a time-based vesting schedule.
- 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: BRIAN S. MCALPINE,  
POWER OF ATTORNEY

03/29/2007

\*\* 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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