
**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): November 29, 2005

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))
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Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On November 29, 2005, Michael Moore resigned as Executive Vice President, Chief Financial Officer and Secretary and as a Director of The Cato Corporation (the "Company"), effective December 14, 2005. Mr. Moore's decision to resign was not the result of any disagreement or other dispute with the Company, known to any executive officer of the Company, regarding any accounting or financial reporting issue. The Company has initiated a search for a Chief Financial Officer to replace Mr. Moore following his departure.

Robert Sandler, Senior Vice President and Controller, will temporarily serve as the Principal Financial Officer of the Company, effective December 14, 2005, until a successor to Mr. Moore is appointed. As the Principal Financial Officer, Mr. Sandler will report directly to John Cato, the Chairman, President and Chief Executive Officer of the Company.

Mr. Sandler, age 59, has been employed by the Cato Corporation as Senior Vice President and Controller since September 1988.

Mr. Sandler 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 November 29, 2005.

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.

December 5, 2005
Date

THE CATO CORPORATION

/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:
Stuart Uselton
Vice President, Treasurer
704-940-7832

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

Charlotte, NC (November 29, 2005) — The Cato Corporation (NYSE: CTR) announced today that Michael Moore has resigned as Executive Vice President, Chief Financial Officer and as a Director of the Company, effective December 14. Prior to assuming a position with another company, Mr. Moore will assist in the transition of his duties. The Company has initiated a search for his replacement.

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

John Cato commented "Mike has played an important role with us for over seven years and has made valuable contributions to the Company's success. We wish him well in his new position."

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 November 26, 2005, the Company operated 1,232 stores in 31 states. Additional information on The Cato Corporation is available at www.catocorp.com.

Statements in this press release not historical in nature including, without limitation, statements regarding the Company's expected future financial results, are considered "forward-looking" within the meaning of The Private

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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. 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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