FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	)VAL					
OMB Number:	3235-0287					
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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(h)

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*  KROWS LISA							2. Issuer Name <b>and</b> Ticker or Trading Symbol CATO CORP [ CATO ]								olicable) ctor		Owner
(Last) (First) (Middle) P.O. BOX 34216						3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018								A belov	N) .	belo	<i>'</i>
(Street) CHARLOTTE NC 28234-421 (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)								Lin	5. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																	
Date						Execution Date, Day/Year) if any			Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)					Securi Benefi Owned	ties cially I Following	(D) or Indirect	of Indirect Beneficial Ownership
								Code	v	Amount			Price	Transa	action(s)		(Instr. 4)
Class A Common Stock 05/01/						2018		A		7,438(1)		A	\$0	\$0 14,393		D	
	Та													Owned			
2. Conversion or Exercise Price of Derivative Security	Conversion or Exercise (Month/Day/Year)		Transa Code (l	de (Instr.  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ative rities ired osed	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			and 4) Amoun		tr. 3	Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)	
	(Fit X 34216 Common Storm Stor	(First) (IX 34216  Control NC 2  (State) (Stat	(First) (Middle)  X 34216  OTTE NC 28234-421  (State) (Zip)  Table I - Non  Security (Instr. 3)  Common Stock  Table II - D  (Conversion or Exercise Price of Derivative Price of Derivative State Conversion (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  X 34216  OTTE NC 28234-4216  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Transa Date (Month/L  Common Stock  Table II - Derivati (e.g., pt  Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  33. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle)  X 34216  CA  (State) (Middle)  3. D  05/  4. If  Table I - Non-Derivative  Security (Instr. 3)  Common Stock  Table II - Derivative S  (e.g., puts, c)  Conversion or Exercise Price of Derivative (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  3. D  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  X 34216  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls  Conversion or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  3. Date of 05/01/2  4. If Ame  3. Date of 05/01/2018  Table II - Derivative Security (e.g., puts, calls)  A. Transaction Date (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year))  3. Transaction Code (Instr. 8)	(First) (Middle)  X 34216  3. Date of Earlies 05/01/2018  4. If Amendment, 27 Table I - Non-Derivative Securities (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr. 29 (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr. 20 (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr. 20 (Month/Day/Year)  3. Transaction Date (month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr. 20 (Month/Day/Year)  3. Date of Earlies 05/01/2018  4. If Amendment, 27 (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr. 20 (Month/Day/Year)  3. Date of Earlies 05/01/2018  4. If Amendment, 27 (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr. 20 (Month/Day/Year)  3. Date of Earlies 05/01/2018	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquested (e.g., puts, calls, warrants, (A) (n) (n) (n) (n) (n) (n) (n) (n) (n) (n	(First) (Middle)  (K 34216  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Security (Instr. 3)  (State) (Zip)  Table II - Derivative Securities Acquired, Month/Day/Year)  (Common Stock (2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Common Stock (2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Common Stock (2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Common Stock (2. Transaction Date (Finally (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Common Stock (2. Transaction Date (Finally (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Common Stock (2. Transaction Date (Finally (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Common Stock (1. Transaction Date (Finally (Month/Day/Year) (Month/Day	(First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disponate (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disponate (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  X 34216  CATO CORP [ CATO ]  3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018  4. If Amendment, Date of Original Filed (Month/Day/Year) 05/01/2018  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 8)  Common Stock  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Conversion or Exercise Price of Date (Month/Day/Year) (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year) (M	CATO CORP [ CATO ]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018  4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5/01/2018  Table I - Non-Derivative Securities Acquired, Disposed of, or Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 3. Transaction Code (Instr. 8) 4. Securities Acquired (Month/Day/Year) 5/01/2018  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible Security Security (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Date (Month/Day/Year) (Month/Day/Year) 6. Date Expiration Date (Month/Day/Year) Security Securit	CATO CORP [ CATO ]  3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 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Securities Acquired (A) or Disposed of (D) (Instr. Securities Acquired (A) or Or Num (Month/Day/Year) (Month/Day/Year)	CATO CORP [ CATO ]  (Crist)  (Kist)  (	CATO CORP [ CATO ]  COMP    CATO CORP    COMP    COMP    COMP    CATO CORP    COMP    COMP    CATO CORP    COMP    COMP	CATO CORP [ CATO ]  (Check all applicable) Director   Competition	CATO CORP [ CATO ]  Common Stock  CATO CORP [ CATO ]  Common Stock  CATO CORP [ CATO ]  CATO CATO CATO CATO CATO CATO CATO CATO

## **Explanation of Responses:**

1. Compensation Committee awarded restricted shares on March 28, 2018. The grant was effective May 1, 2018, but the shares remain subject to a time-based vesting schedule.

/s/ John R. Howe, Attorney-In-05/02/2018 **Fact** 

\*\* 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.

POWER OF ATTORNEY For Executing Forms 3, 4 and 5

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints John R. Howe, signing singularly, as the true and lawful attorney-in-fact of the undersigned to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities and Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities and Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of May, 2016.

/s/ Lisa Krows