

CATO CORP
Form 4
March 29, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CATO JOHN P D

(Last) (First) (Middle)

P.O. BOX 34216

(Street)

CHARLOTTE, NC 282344216

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CATO CORP [CTR]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN/PRESIDENT/CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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)
CLASS A COMMON STOCK	03/29/2007		A ⁽¹⁾	59,265 A	\$ 0 265,006	D	
CLASS A COMMON STOCK					9,000	I	By Spouse
CLASS B COMMON STOCK					690,525	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.5					08/28/1998 ⁽²⁾	08/28/2007	CLASS B COMMON STOCK	450,000
Stock Option (Right to Buy)	\$ 8.71					02/26/1999 ⁽³⁾	02/29/2008	CLASS B COMMON STOCK	300,000
Stock Option (Right to Buy)	\$ 8.48					05/20/2000 ⁽⁴⁾	05/20/2009	CLASS B COMMON STOCK	150,000
Stock Option (Right to Buy)	\$ 8.83					08/26/2000 ⁽⁵⁾	08/26/2009	CLASS B COMMON STOCK	150,000
Stock Option (Right to Buy)	\$ 5.5					08/28/1998 ⁽²⁾	08/28/2007	CLASS B COMMON STOCK	3,000
Stock Option (Right to Buy)	\$ 8.19					11/01/2000 ⁽⁶⁾	11/01/2009	CLASS A COMMON STOCK	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CATO JOHN P D P.O. BOX 34216 CHARLOTTE, NC 282344216	X		CHAIRMAN/PRESIDENT/CEO	

Signatures

By: BRIAN S. MCALPINE, POWER OF ATTORNEY 03/29/2007

__Signature of Reporting Person
Date

Explanation of Responses:

- * 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).
 Grant of restricted shares that were subject to a performance measurement. The grant was effective 5/1/2006 but carried a risk of
 - (1) 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.
 - (2) This option will vest in 5 equal annual increments beginning 8/28/98.
 - (3) This option will vest in 5 equal annual increments beginning 2/26/99.
 - (4) This option will vest in 5 equal annual increments beginning 5/20/2000.
 - (5) This option will vest in 5 equal annual increments beginning 8/26/2000.
 - (6) This option will vest in 5 equal annual increments beginning 11/01/2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.