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CATO CORP

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Form 4	_										
May 03, 201											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check the if no long							Expires:	January 31, 2005			
subject to Section 1 Form 4 o		F CHANGES IN BENEFICIAL OWN SECURITIES						Estimated a burden hou response	average		
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol CATO CORP [CATO]					5. Relationship of Reporting Person(s) to Issuer			
				-	-			(Chec	k all applicable	e)	
(Last) (First) (Middle) P.O. BOX 34216			3. Date of Earliest Transaction(Month/Day/Year)05/01/2017					Director 10% Owner X_Officer (give title below) Director below)			
								VP, GEN	IERAL COUN	SEL	
				nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
CHARLOT	TE, NC 2823442	16						Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	05/01/2017			А	1,337 (1)	А	\$ 0	8,694	D		
Class A Common Stock	05/01/2017			F	400	D	\$ 22.44	8,294	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
REISCHE CHRISTIN J P.O. BOX 34216 CHARLOTTE, NC 282344216			VP, GENERAL COUNSEL					
Signatures								

/s/ John R. Howe, Attorney-In-Fact 05/03/2017

<u>**</u>Signature of Reporting Person

porting 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).
- (1) Compensation Committee awarded restricted shares on March 22, 2017. The grant was effective May 1, 2017, but the shares remain subject to a time-based vesting schedule.

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.