

CATO JOHN P D
Form 5
February 14, 2007

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2007

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

P.O. BOX 34216

(Street)

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

6. Individual or Joint/Group Reporting (check applicable line)

CHARLOTTE, NC 282344216

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	06/19/2006	^	J4 ⁽¹⁾	4,500	D	\$ 0	205,741	D	^
CLASS B COMMON STOCK	06/19/2006	^	J4 ⁽¹⁾	4,500	A	\$ 0	690,525	D	^
CLASS A COMMON STOCK	^	^	^	^	^	^	9,000	I	By Spouse

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 5.5	Â	Â	Â	Â	Â	08/28/1998 ⁽²⁾	08/28/2007	CLASS B COMMON STOCK	450,0
Stock Option (Right to Buy)	\$ 8.71	Â	Â	Â	Â	Â	02/26/1999 ⁽³⁾	02/29/2008	CLASS B COMMON STOCK	300,0
Stock Option (Right to Buy)	\$ 8.48	Â	Â	Â	Â	Â	05/20/2000 ⁽⁴⁾	05/20/2009	CLASS B COMMON STOCK	150,0
Stock Option (Right to Buy)	\$ 8.83	Â	Â	Â	Â	Â	08/26/2000 ⁽⁵⁾	08/26/2009	CLASS B COMMON STOCK	150,0
Stock Option (Right to Buy)	\$ 5.5	Â	Â	Â	Â	Â	08/28/1998 ⁽²⁾	08/28/2007	CLASS B COMMON STOCK	3,00
Stock Option (Right to Buy)	\$ 8.19	Â	Â	Â	Â	Â	11/01/2000 ⁽⁶⁾	11/01/2009	CLASS A COMMON STOCK	2,25

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

CATO JOHN P D

P.O. BOX 34216

CHARLOTTE, NC 282344216

CHAIRMAN/PRESIDENT/CEO

Signatures

By: STUART L. USELTON, POWER OF ATTORNEY

02/13/2007

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).

2,250 Class A Shares from John P.D. Cato were transferred to N Alexandre Cato Irrevocable Tr dtd 11/24/98 as 2,250 Class A Shares in a private transaction. 2,250 Class A Shares from John P.D. Cato were transferred to Wayland H Cato V Irrevocable Tr dtd 11/24/98 as

(1) 2,250 Class A Shares in a private transaction. 2,250 Class B Shares from N Alexandre Cato Irrevocable Tr dtd 11/24/98 were transferred to John P.D. Cato as 2,250 Class B Shares in a private transaction. 2,250 Class B Shares from Wayland H Cato V Irrevocable Tr dtd 11/24/98 were transferred to John P.D. Cato as 2,250 Class B Shares in a private transaction.

(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 provided 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.