## Edgar Filing: CATO JOHN P D - Form 4

CATO JOHN Form 4	N P D									
May 02, 201	8									
FORM	14									
	UNITED		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287 January 31,	
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed purs inue.									
(Print or Type F	Responses)									
1. Name and A CATO JOH	Symbol	er Name and		Frading	5	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M						(Check all applicable)			
P.O. BOX 3	(Month	(Month/Day/Year) 05/01/2018				X Director 10% Owner X Officer (give title Other (specify below) below) CHAIRMAN/PRESIDENT/CEO				
			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
CHARLOT	TE, NC 28234421	16					Person		porting	
(City)	(State) (	(Zip) Ta	ble I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	on(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	05/01/2018		A	63,152 (1)	A	\$ 0	580,991	D		
Class A Common Stock							14,762	I	By Spouse	

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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of 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**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
CATO JOHN P D P.O. BOX 34216 CHARLOTTE, NC 282344216	Х		CHAIRMAN/PRESIDENT/CEO				
Signatures							
/s/ John R. Howe,		05/02/2018					

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

Attorney-In-Fact

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 28, 2018. The grant was effective May 1, 2018, 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.