## Edgar Filing: Smith Vickie - Form 4

Smith Vickie Form 4										
May 02, 2018	3									
FORM	4								PPROVAL	
Check thi		CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					Number:	3235-0287		
if no long subject to Section 10 Form 4 or Form 5	er <b>STATEM</b>		F CHANGES IN BENEFICIAL OWNER SECURITIES					Expires: Estimated a burden hou response	irs per	
obligation may conti <i>See</i> Instru 1(b).	ns Section 17(a	uant to Section 1 ) of the Public Ut 30(h) of the In	tility Hold	ling Com	pany	Acto	of 1935 or Section	)n		
(Print or Type R	esponses)									
Smith Vickie S			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	CATO	CATO CORP [CATO]				(Check all applicable)				
(Mo			3. Date of Earliest Transaction (Month/Day/Year) 05/01/2018				Director 10% Owner X_Officer (give title Other (specify below) below) SVP, MERCH PLNG, ALLOC & CNTL			
	Amendment, Date Original d(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> </ul>					
CHARLOT	ГЕ, NC 28234-42	16						More than One R		
(City)	(State) (2	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	TransactionAcquired (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
C1 A			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Class A Common Stock	05/01/2018		А	4,277 (1)	А	\$0	7,750	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: Smith Vickie - Form 4

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)			Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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		
Smith Vickie P.O. BOX 34216 CHARLOTTE, NC 28234-4216			SVP, MERCH PLNG, ALLOC & CNTL			
Signatures						
/s/ John R. Howe, Attorney-In-Fact	0	5/02/2018				

<u>\*\*</u>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).
- (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.