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

(Last) (First) (Middle)

P.O. BOX 34216

(Street)

CHARLOTTE,Â NCÂ 282344216

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 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)
				Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	06/19/2006	Â	J4(1)	4,500	D	$ 0	205,741	D	Â
CLASS B COMMON STOCK	06/19/2006	Â	J4(1)	4,500	A	$ 0	690,525	D	Â
CLASS A COMMON STOCK	Â	Â	Â	Â	Â	Â	9,000	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)	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	Amour Numbe 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

	Director	10% Owner	Officer	Other
CATO JOHN P D P.O. BOX 34216 CHARLOTTE,Â NCÂ 282344216	Â X	Â	Â CHAIRMAN/PRESIDENT/CEO	Â

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).

(1) 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 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.
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